

# **Buerger Declaration Exhibit 4**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

KALOMA CARDWELL, )  
Plaintiff, )  
vs. ) 19 Civ. 10256  
) (GHW)  
DAVIS POLK & WARDWELL, )  
THOMAS REID, JOHN BICK, )  
WILLIAM CHUDD, SOPHIA )  
HUDSON, HAROLD )  
BIRNBAUM, DANIEL BRASS, )  
BRIAN WOLFE, and JOHN )  
BUTLER, )  
Defendants. )  
\_\_\_\_\_ )

REMOTE DEPOSITION OF  
THOMAS REID  
located in New York, New York  
Friday, April 16, 2021

(Transcript contains Confidential and  
Highly Confidential portions -  
confidentiality designations legend at  
back of transcript)

Reported By:  
CATHI IRISH, RPR, CRR, CLVS

<p style="text-align: right;">Page 2</p> <p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6</p> <p>7 April 16, 2021</p> <p>8 9:31 a.m.</p> <p>9</p> <p>10 Remote deposition of THOMAS REID,</p> <p>11 with all participants appearing via</p> <p>12 videoconference, before Cathi Irish, a</p> <p>13 Registered Professional Reporter,</p> <p>14 Certified Realtime Reporter, and</p> <p>15 Notary Public of the State of</p> <p>16 New York.</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 4</p> <p>1</p> <p>2 THOMAS REID, called as a</p> <p>3 witness, having been duly sworn by a</p> <p>4 Notary Public, was examined and</p> <p>5 testified as follows:</p> <p>6 EXAMINATION</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. Good morning, Mr. Reid.</p> <p>9 A. Good morning, Mr. Jeffries.</p> <p>10 Q. Mr. Reid, have you been deposed</p> <p>11 before?</p> <p>12 A. No, I actually haven't. I was</p> <p>13 prepped for it a long time ago but no.</p> <p>14 Q. Okay. So with respect to today's</p> <p>15 proceedings, sir, I'm going to ask that</p> <p>16 you answer all questions in a verbal</p> <p>17 manner. Do you understand that?</p> <p>18 A. You mean using oral communication</p> <p>19 or written as well? Verbal is both.</p> <p>20 Oral; right? I'll answer, yes, orally.</p> <p>21 Q. Some people have a tendency</p> <p>22 because it's so ingrained in our everyday</p> <p>23 interactions to uh-huh, um-hum, nodding</p> <p>24 and it happens. It happens no matter how</p> <p>25 much you do it.</p>
<p style="text-align: right;">Page 3</p> <p>1</p> <p>2 A P P E A R A N C E S:</p> <p>3</p> <p>4 JEFFRIES LAW</p> <p>5 Attorneys for Plaintiff</p> <p>6 1345 Avenue of the Americas</p> <p>7 New York, New York 10019</p> <p>8 BY: DAVID JEFFRIES, ESQ.</p> <p>9</p> <p>10 PAUL, WEISS, RIFKIND, WHARTON</p> <p>11 &amp; GARRISON</p> <p>12 Attorneys for Defendants</p> <p>13 1285 Avenue of the Americas</p> <p>14 New York, New York 10019</p> <p>15 BY: BRUCE BIRENBOIM, ESQ.</p> <p>16 NEENA SEN, ESQ.</p> <p>17 SUSANNA BUERGEL, ESQ.</p> <p>18</p> <p>19 ALSO PRESENT:</p> <p>20 ZACH CZERENDA, Veritext concierge</p> <p>21 KALOMA CARDWELL</p> <p>22 MICHAEL FLYNN</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 5</p> <p>1 REID</p> <p>2 A. I understand and I'll try to make</p> <p>3 sure I annunciate clearly.</p> <p>4 Q. And the reporter will also let us</p> <p>5 know, I'm sure.</p> <p>6 A. Okay.</p> <p>7 Q. Additionally, sir, I'm going to</p> <p>8 ask that you allow me to finish the</p> <p>9 question before you answer. Do you</p> <p>10 understand that, sir?</p> <p>11 A. To finish the question, yes.</p> <p>12 Q. Okay. If you don't understand a</p> <p>13 question that's been put to you, please</p> <p>14 let me know and I'll rephrase it, okay?</p> <p>15 A. Understood.</p> <p>16 Q. And if there comes a point in</p> <p>17 time throughout the proceeding that you</p> <p>18 need to take a break, please indicate that</p> <p>19 to us and we'll do so. My only caveat</p> <p>20 with respect to that is that if there is a</p> <p>21 question pending, that you answer the</p> <p>22 question before going on any type of break</p> <p>23 or requesting a break so we have</p> <p>24 continuity between the question and the</p> <p>25 corresponding answer.</p>

<p style="text-align: right;">Page 10</p> <p>1 REID</p> <p>2 partner there on subjects relating to</p> <p>3 diversity and there were a few e-mails on</p> <p>4 top of that, very small percentage of the</p> <p>5 documents by number of pages were several</p> <p>6 e-mails from the past, and that was it in</p> <p>7 terms of the documents.</p> <p>8 Q. With respect to the documents</p> <p>9 that were reviewed, were any of the</p> <p>10 documents within that category items that</p> <p>11 you had been the author of?</p> <p>12 A. No. Obviously, I'm not the</p> <p>13 author of the complaint filed in the</p> <p>14 lawsuit and I was not the author of many</p> <p>15 of the other pages relating to Davis Polk</p> <p>16 presentations. Davis Polk policies I</p> <p>17 remember being excerpted. There were one</p> <p>18 or two e-mails that I was in the chain on</p> <p>19 and had replied or, yes, so there would be</p> <p>20 one or two e-mails where I was the author</p> <p>21 I suppose, yes.</p> <p>22 Q. And with respect to those</p> <p>23 e-mails, have those been provided to</p> <p>24 counsel prior to the preparatory sessions?</p> <p>25 MR. BIRENBOIM: Objection to</p>	<p style="text-align: right;">Page 12</p> <p>1 REID</p> <p>2 the documents came from that. They may</p> <p>3 not have all come from my direct handing</p> <p>4 over.</p> <p>5 Q. And you indicated that in your</p> <p>6 preparation, you reviewed the complaint</p> <p>7 that was filed by Mr. Cardwell in the</p> <p>8 Southern District; correct?</p> <p>9 A. Yes.</p> <p>10 Q. Have you reviewed each of the</p> <p>11 complaints that Mr. Cardwell has filed in</p> <p>12 the Southern District?</p> <p>13 A. I think what I reviewed was the</p> <p>14 latest states but in the course of the</p> <p>15 last year and a half, I've reviewed the</p> <p>16 different iterations so -- but what I</p> <p>17 looked at recently was I think the latest.</p> <p>18 REDACTED</p> <p>19</p> <p>20</p> <p>21 but from my</p> <p>22 perspective, Mr. Jeffries, when the</p> <p>23 Southern District complaint was filed,</p> <p>24 that was what I focused on since then, and</p> <p>25 I haven't heard anything about the EEOC</p>
<p style="text-align: right;">Page 11</p> <p>1 REID</p> <p>2 form. You can answer if you know what</p> <p>3 that means.</p> <p>4 THE WITNESS: Sorry, can you</p> <p>5 repeat the question, Mr. Jeffries?</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. Yes. The e-mails you mentioned</p> <p>8 had been authored by yourself, had you</p> <p>9 handed them over to counsel prior to</p> <p>10 meeting with them?</p> <p>11 A. I can't recall if they were</p> <p>12 specifically handed over to me, but I do</p> <p>13 remember handing over what I did have to</p> <p>14 hand that was relevant to this matter, and</p> <p>15 of course understood and without</p> <p>16 hesitation granted permission for counsel</p> <p>17 to do electronic and physical searches of</p> <p>18 my documents at Davis Polk.</p> <p>19 Q. I'm sorry, with respect to the</p> <p>20 permission for the searching of electronic</p> <p>21 documents, can you repeat that part?</p> <p>22 A. I gave permission to counsel to</p> <p>23 run electronic search terms through my</p> <p>24 e-mail files and other document files</p> <p>25 awhile back, and I would imagine some of</p>	<p style="text-align: right;">Page 13</p> <p>1 REID</p> <p>2 filing or looked at it in any attention to</p> <p>3 detail since then.</p> <p>4 Q. Mr. Reid, did you have any role</p> <p>5 in the collection of documents related to</p> <p>6 the litigation in this matter?</p> <p>7 A. No. No, other than handing over</p> <p>8 what I had to hand and other than giving</p> <p>9 permission for my files to be searched, I</p> <p>10 didn't actually do any of the searching.</p> <p>11 Is that what you mean, Mr. Jeffries?</p> <p>12 Q. That and did you give specific</p> <p>13 direction, by virtue of your position</p> <p>14 within the firm at the time as to who</p> <p>15 should be conducting searches or anything</p> <p>16 like that?</p> <p>17 A. No, not at all. That was</p> <p>18 something to be handled by counsel and I</p> <p>19 was there to make whatever information I</p> <p>20 had relevant to this matter available to</p> <p>21 them. I did not give any direction as to</p> <p>22 what they should be looking for or in any</p> <p>23 way control what they were to search. Is</p> <p>24 that responsive to your question,</p> <p>25 Mr. Jeffries?</p>

4 (Pages 10 - 13)

<p style="text-align: right;">Page 30</p> <p>1 REID</p> <p>2 Q. Yes, as an associate and partner,</p> <p>3 that's my question.</p> <p>4 A. 29 years.</p> <p>5 MR. BIRENBOIM: Mr. Jeffries, are</p> <p>6 you there? Can you hear me?</p> <p>7 MR. JEFFRIES: Yes.</p> <p>8 MR. BIRENBOIM: With great</p> <p>9 apologies and your indulgence, I know</p> <p>10 we just started, but I have to deal</p> <p>11 with a personal call. It won't take</p> <p>12 more than five minutes, but I need to</p> <p>13 break for that if that's okay with</p> <p>14 you.</p> <p>15 MR. JEFFRIES: Absolutely. Let's</p> <p>16 go off and check in in five.</p> <p>17 MR. BIRENBOIM: Somewhere between</p> <p>18 five and 10 minutes.</p> <p>19 (Recess taken from 10:06 a.m. to</p> <p>20 10:17 a.m.)</p> <p>21 (Record read.)</p> <p>22 BY MR. JEFFRIES:</p> <p>23 Q. Mr. Reid, during your employment</p> <p>24 with Davis Polk, you served as the head of</p> <p>25 Davis Polk's corporate department and the</p>	<p style="text-align: right;">Page 32</p> <p>1 REID</p> <p>2 the practices of the firm, corporate,</p> <p>3 litigation, tax, again domestically and in</p> <p>4 the overseas offices.</p> <p>5 Q. And how long did you hold that</p> <p>6 position for?</p> <p>7 A. Until -- so 2011 until I left the</p> <p>8 firm just over eight years later in 2019</p> <p>9 to go to Comcast.</p> <p>10 Q. I want to speak to you briefly</p> <p>11 about the policies, practices and</p> <p>12 procedures that were in place at Davis</p> <p>13 Polk during the relevant period, all</p> <p>14 right, Mr. Reid?</p> <p>15 A. Sorry, what is the relevant</p> <p>16 period?</p> <p>17 Q. The relevant period being</p> <p>18 September of 2014 through August of 2018.</p> <p>19 A. Okay.</p> <p>20 Q. Did Davis Polk have a strong and</p> <p>21 clear antidiscrimination policy between</p> <p>22 2014 and in 2018?</p> <p>23 A. I believe it did.</p> <p>24 Q. Can you describe what that policy</p> <p>25 was?</p>
<p style="text-align: right;">Page 31</p> <p>1 REID</p> <p>2 firm's managing partner; correct?</p> <p>3 A. Yes.</p> <p>4 Q. So I'd like to talk to you</p> <p>5 briefly about both of those positions.</p> <p>6 <b>REDACTED</b></p> <p>7 <b>REDACTED</b></p> <p>8 <b>REDACTED</b></p> <p>9 <b>REDACTED</b></p> <p>10 <b>REDACTED</b></p> <p>11 <b>REDACTED</b></p> <p>12 <b>REDACTED</b></p> <p>13 <b>REDACTED</b></p> <p>14 <b>REDACTED</b></p> <p>15 <b>REDACTED</b></p> <p>16 <b>REDACTED</b></p> <p>17 <b>REDACTED</b></p> <p>18 Q. With respect to the role you held</p> <p>19 as the firm's managing partner, can you</p> <p>20 briefly describe the duties and</p> <p>21 responsibilities that came along with that</p> <p>22 position?</p> <p>23 A. It was also an elected position</p> <p>24 and it was the chairman of a three-partner</p> <p>25 committee that had oversight for all of</p>	<p style="text-align: right;">Page 33</p> <p>1 REID</p> <p>2 A. Don't discriminate. I can't tell</p> <p>3 you the exact words but it had been there</p> <p>4 for a very long time, I'm sure it's still</p> <p>5 there today, and it was no discrimination</p> <p>6 of any kind is going to be tolerated in a</p> <p>7 nutshell.</p> <p>8 Q. Can you describe what</p> <p>9 discrimination entailed?</p> <p>10 A. Treating people differently on</p> <p>11 the basis of attributes of gender, race,</p> <p>12 sexual orientation and not treating people</p> <p>13 according to purely performance on the</p> <p>14 job.</p> <p>15 Q. Do you know when that policy was</p> <p>16 created within Davis Polk?</p> <p>17 A. I don't. It was -- it's been</p> <p>18 there a long time but I don't know exactly</p> <p>19 when it was created.</p> <p>20 Q. Was it in place when you arrived</p> <p>21 at the firm?</p> <p>22 A. I can't recall. I can't recall.</p> <p>23 Q. Do you recall whether or not you,</p> <p>24 in any of the positions you held within</p> <p>25 the firm, had any input into the creation</p>

<p style="text-align: right;">Page 74</p> <p>1 REID</p> <p>2 others. I don't have any specific</p> <p>3 recollection of any specific group or</p> <p>4 office.</p> <p>5 Q. So let's use the group, the M&amp;A</p> <p>6 group?</p> <p>7 A. Um-hum.</p> <p>8 Q. Do you have any reason to believe</p> <p>9 that staffing assignments would have been</p> <p>10 -- staffing decisions would have been made</p> <p>11 on the basis of staffing partners walking</p> <p>12 around and talking to associates about</p> <p>13 their availability?</p> <p>14 A. I don't know how these staffing</p> <p>15 partners referred to in this e-mail did</p> <p>16 their job of staffing. I don't know.</p> <p>17 Q. Do you have any reason to dispute</p> <p>18 the fact that staffing availability would</p> <p>19 have been recorded and provided to the</p> <p>20 staffing partners through any type of</p> <p>21 documentation?</p> <p>22 A. I've got no specific basis for</p> <p>23 knowing that.</p> <p>24 Q. And so what do you generally know</p> <p>25 about how associates -- what generally can</p>	<p style="text-align: right;">Page 76</p> <p>1 REID</p> <p>2 correct?</p> <p>3 A. Yes.</p> <p>4 Q. So is it your testimony that</p> <p>5 you're not aware of any method through</p> <p>6 which the associates' availability for</p> <p>7 work was tracked, is that your testimony?</p> <p>8 A. It's not my --</p> <p>9 MR. BIRENBOIM: Hold on,</p> <p>10 objection to form, mischaracterizes</p> <p>11 the witness's prior testimony. You</p> <p>12 may answer.</p> <p>13 THE WITNESS: My testimony is</p> <p>14 that I don't have specific awareness,</p> <p>15 other than in a larger group it's not</p> <p>16 surprising that there would be more</p> <p>17 structure, meaning more people</p> <p>18 involved, not just partners but the</p> <p>19 non-lawyer staff in associate</p> <p>20 development and paperwork. It's not</p> <p>21 surprising. I'm sure there was a lot</p> <p>22 more structure in the larger groups</p> <p>23 versus the smaller groups and offices.</p> <p>24 BY MR. JEFFRIES:</p> <p>25 Q. During Mr. Cardwell's employment,</p>
<p style="text-align: right;">Page 75</p> <p>1 REID</p> <p>2 you tell me about the framework through</p> <p>3 which Davis Polk, arguably one of the</p> <p>4 largest firms in the world, utilizes to</p> <p>5 track the availability of associates to</p> <p>6 take on new work within the practice</p> <p>7 group, such as the M&amp;A group?</p> <p>8 A. This e-mail, as I said, there</p> <p>9 would be different approaches depending</p> <p>10 upon which group. It's a very large firm,</p> <p>11 you're absolutely right, but within that</p> <p>12 large firm there were some very small</p> <p>13 offices and some very small practice</p> <p>14 groups and they would undoubtedly have</p> <p>15 done things differently. They would not</p> <p>16 have needed what this e-mail refers to by</p> <p>17 way of weekly updates and one chart.</p> <p>18 Q. Let's orient this to one of the</p> <p>19 larger groups, okay, not one of the small</p> <p>20 groups. Let's orient our discussion --</p> <p>21 A. Okay.</p> <p>22 Q. -- to one of the larger groups.</p> <p>23 Is it your testimony that one of the</p> <p>24 larger groups -- and you would agree M&amp;A</p> <p>25 would be one of the larger groups;</p>	<p style="text-align: right;">Page 77</p> <p>1 REID</p> <p>2 sir, did you occasionally get updates</p> <p>3 about how busy certain associates were?</p> <p>4 A. No. I mean associates as a</p> <p>5 whole, yes, but specific individuals, no.</p> <p>6 Q. So is it your testimony here</p> <p>7 today that during your -- during the</p> <p>8 relevant period, you did not receive any</p> <p>9 updates about how busy specific associates</p> <p>10 were or -- let me restate that.</p> <p>11 Is it your testimony today that</p> <p>12 during the relevant period, you did not</p> <p>13 receive any updates as to the availability</p> <p>14 of any specific associates, is that your</p> <p>15 testimony?</p> <p>16 A. I did not receive any updates on</p> <p>17 availability of specific associates,</p> <p>18 that's correct.</p> <p>19 Q. During the relevant period, did</p> <p>20 you ever receive any updates about the</p> <p>21 availability of Mr. Cardwell specifically</p> <p>22 to take on work?</p> <p>23 A. I went into it myself at one</p> <p>24 point in time on my own instigation.</p> <p>25 Q. What made you do that, sir?</p>

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1 REID  
2 A. REDACTED  
3 [REDACTED]  
4 [REDACTED]  
5 [REDACTED]  
6 [REDACTED]  
7 [REDACTED]  
8 [REDACTED]  
9 [REDACTED]  
10 [REDACTED]  
11 [REDACTED]  
12 [REDACTED]  
13 [REDACTED]  
14 [REDACTED]  
15 [REDACTED]  
16 [REDACTED]  
17 [REDACTED]  
18 [REDACTED]  
19 [REDACTED]  
20 [REDACTED]  
21 [REDACTED]  
22 [REDACTED]  
23 [REDACTED]  
24 [REDACTED]  
25 [REDACTED]

1 [REDACTED] before this meeting, I  
2 had dinner with him and a colleague of his  
3 and had looked at how he was doing at that  
4 time as well, so those were probably the  
5 two occasions in which I again  
6 proactively, myself, inquired as to how he  
7 was doing and in the context of that  
8 dinner, how the other associate was doing  
9 as well.  
10 Q. Turning to -- what's the  
11 earliest -- what would you say is the  
12 earliest, based off of the answers you  
13 just gave, what would you say was the

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1 REID  
2 earliest time you looked into how  
3 Mr. Cardwell was doing?  
4 A. To be in preparation for that  
5 dinner I mentioned so I think that was the  
6 beginning of -- that was the beginning of  
7 2016.  
8 MR. JEFFRIES: Can we take this  
9 down, Zach? Can we go to tab 4,  
10 please?  
11 (Exhibit 3, document Bates  
12 labeled DPW\_SDNY?000143599, marked for  
13 identification.)  
14 BY MR. JEFFRIES:  
15 Q. You're going to need to move in  
16 on this.  
17 A. Yes.  
18 Q. This is a chart that was -- this  
19 is a PDF version of an Excel file that was  
20 produced by defendants and this document's  
21 Bates number is DPW\_SDNY?000143599.  
22 A. Um-hum.  
23 Q. Do you see at the top of the  
24 document, if we go to the top?  
25 A. Is this the top?

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1 REID  
2 Q. Yes.  
3 A. Yes.  
4 Q. Do you have any understanding of  
5 what types of categories would be included  
6 on any of the -- do you have any  
7 understanding of what types of categories  
8 would be included in any of the documents  
9 that Davis Polk would have used to track  
10 the availability of associates to take on  
11 work during 2014 through 2018?  
12 MR. BIRENBOIM: Objection to  
13 form, no foundation. If you  
14 understand the question, you may  
15 answer.  
16 THE WITNESS: I don't understand  
17 the question.  
18 BY MR. JEFFRIES:  
19 Q. You previously indicated that you  
20 were not aware of the usage of weekly  
21 capacity forms. Do you recall stating  
22 that, sir?  
23 A. I think what I said is I hadn't  
24 had any specific recollection of specific  
25 forms, but it wouldn't surprise me that

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1 REID  
2 the larger groups had more structure,  
3 i.e., more people and more paperwork  
4 focused on staffing associates. I think  
5 that's what I said and I'm saying again.  
6 Q. Let's talk about some of that  
7 paperwork that would have been used to  
8 track associates. What type of  
9 information would be tracked?  
10 A. Again, I don't -- sorry, Bruce,  
11 go ahead.  
12 MR. BIRENBOIM: Objection to  
13 form. You may answer if you can.  
14 THE WITNESS: I don't have any  
15 specific recollection of any  
16 particular form when I talk about  
17 paperwork. So it would be speculation  
18 if I was to say what a form would look  
19 like and again, I would imagine it  
20 would vary group by group, office by  
21 office.  
22 BY MR. JEFFRIES:  
23 Q. In connection with what you're  
24 able to imagine with respect to this  
25 issue, can you imagine there being certain



<p style="text-align: right;">Page 126</p> <p>1 REID</p> <p>2 form, mischaracterizes the record.</p> <p>3 You may answer if you know.</p> <p>4 THE WITNESS: I think you're</p> <p>5 leaping -- you're making several leaps</p> <p>6 there. But when I looked at the</p> <p>7 performance reviews and saw the low</p> <p>8 hours, my conclusion was that the</p> <p>9 performance reviews for two years in a</p> <p>10 row were the reason that he wasn't</p> <p>11 getting work.</p> <p>12 BY MR. JEFFRIES:</p> <p>13 Q. And what was that based on?</p> <p>14 A. Reading the reviews for the</p> <p>15 second time, once in January 2016 and once</p> <p>16 in March 2017.</p> <p>17 Q. What about the reviews would lead</p> <p>18 you to believe that it was performance</p> <p>19 that led to him not being staffed by</p> <p>20 Mr. Birnbaum and Mr. Wolfe?</p> <p>21 A. They raised very serious alarm</p> <p>22 bells, even at a very early stage in his</p> <p>23 career.</p> <p>24 Q. So in your experience, the</p> <p>25 feedback in those reviews led you to</p>	<p style="text-align: right;">Page 128</p> <p>1 REID</p> <p>2 occasions during which you personally</p> <p>3 reviewed Mr. Cardwell's performance</p> <p>4 reviews during 2014 through 2018; correct?</p> <p>5 A. Correct.</p> <p>6 Q. And I wanted -- and I believe you</p> <p>7 mentioned that there was one such review</p> <p>8 that took place in 2017; is that correct?</p> <p>9 A. Correct. That was the second.</p> <p>10 Q. The second. And with respect to</p> <p>11 your viewing of those items in 2017, who</p> <p>12 provided those items to you in order for</p> <p>13 you to review them?</p> <p>14 A. I don't recall which individual</p> <p>15 specifically provided the reviews. The</p> <p>16 reviews I believe are kept for the</p> <p>17 associate development team, so it may be</p> <p>18 them that collected them and sent them to</p> <p>19 my office, but I don't recall them being</p> <p>20 handed to me by anybody.</p> <p>21 Q. All right. And do you recall --</p> <p>22 what would the process have been that led</p> <p>23 to them being provided to you, how would</p> <p>24 that occur?</p> <p>25 A. It could have -- the process</p>
<p style="text-align: right;">Page 127</p> <p>1 REID</p> <p>2 believe that him receiving almost zero</p> <p>3 hours was justified?</p> <p>4 MR. BIRENBOIM: Objection to</p> <p>5 form. If you understand that</p> <p>6 question, you can answer it.</p> <p>7 THE WITNESS: I don't understand</p> <p>8 the word "justified." What I can say</p> <p>9 is I believe that the cause was very</p> <p>10 weak performance over a period of his</p> <p>11 first two years at the firm and that</p> <p>12 had led to the low hours that I saw as</p> <p>13 well.</p> <p>14 MR. JEFFRIES: Let's take that</p> <p>15 break. 45 minutes, Bruce?</p> <p>16 MR. BIRENBOIM: Are you talking</p> <p>17 about lunch? I had thought -- it's up</p> <p>18 to the group.</p> <p>19 MR. JEFFRIES: Let's go off for a</p> <p>20 second.</p> <p>21 (Recess taken from 12:17 p.m. to</p> <p>22 12:30 p.m.)</p> <p>23 BY MR. JEFFRIES:</p> <p>24 Q. Mr. Reid, before the break, I</p> <p>25 believe you'd indicated there were</p>	<p style="text-align: right;">Page 129</p> <p>1 REID</p> <p>2 started when I asked for the reviews. I</p> <p>3 can't recall who I asked. It could have</p> <p>4 been John Bick, it could have been Sharon</p> <p>5 Crane, it might have been Renee DeSantis</p> <p>6 directly in the associate development</p> <p>7 team. Unlikely to be anybody else but I</p> <p>8 can't recall which individual it was.</p> <p>9 Q. And can you remind me again what</p> <p>10 triggered you looking into Mr. Cardwell's</p> <p>11 hours in 2017?</p> <p>12 A. In 2017, in early March, I</p> <p>13 believe it was, the partner who looked</p> <p>14 after our pro bono program said there was</p> <p>15 a matter, a question that Mr. Cardwell was</p> <p>16 raising about a potential conflict of</p> <p>17 interest of some kind between work in the</p> <p>18 pro bono program and a past former client</p> <p>19 of the firm. And I believe the partner</p> <p>20 involved who was looking after the pro</p> <p>21 bono program did not feel equipped to talk</p> <p>22 to that conflict issue. It was not</p> <p>23 something that she normally did in her</p> <p>24 role and referred it to the management</p> <p>25 committee.</p>



<p style="text-align: right;">Page 130</p> <p>1 REID</p> <p>2 Q. And was the partner in the pro</p> <p>3 bono role Sharon Katz?</p> <p>4 A. Yes, yes.</p> <p>5 Q. Do you recall whether there was a</p> <p>6 former partner by the name of Cary Dunn</p> <p>7 that had any role in the interactions with</p> <p>8 Mr. Cardwell supporting that view that was</p> <p>9 raised to you by Ms. Katz?</p> <p>10 A. Yes, the matter Mr. Cardwell was</p> <p>11 raising, he had initially raised with</p> <p>12 Mr. Dunn, Cary Dunn, but shortly after</p> <p>13 having it raised, I believe, Mr. Dunn</p> <p>14 retired from the partnership to work in</p> <p>15 the Manhattan DA's office.</p> <p>16 Q. We'll come back to that, thank</p> <p>17 you.</p> <p>18 So on the matter of the</p> <p>19 performance reviews during the period of</p> <p>20 2017 when you reviewed them that second</p> <p>21 time, let's go back to that for a moment.</p> <p>22 Now, you indicated that you</p> <p>23 looked at -- well, tell me in your own</p> <p>24 words, firstly, did you evaluate those</p> <p>25 reviews in connection with anyone else?</p>	<p style="text-align: right;">Page 132</p> <p>1 REID</p> <p>2 with him the question of his low hours</p> <p>3 and said I would follow up on that and</p> <p>4 get back to him, that we should talk</p> <p>5 about it.</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. Okay.</p> <p>8 A. When you say in connection with</p> <p>9 anybody else, Ms. Katz would have heard me</p> <p>10 say that in the meeting but I haven't</p> <p>11 spoken about his reviews at that time.</p> <p>12 Q. But at the time of that meeting,</p> <p>13 you had reviewed the performance reviews</p> <p>14 ahead of time?</p> <p>15 A. No, I'd seen his hours were very</p> <p>16 low at that meeting. REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p> <p>REDACTED</p>
<p style="text-align: right;">Page 131</p> <p>1 REID</p> <p>2 MR. BIRENBOIM: Objection to</p> <p>3 form.</p> <p>4 THE WITNESS: What do you mean in</p> <p>5 connection with anyone else?</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. Well, did you evaluate those</p> <p>8 reviews in connection with conversations</p> <p>9 or in the presence of anyone else that had</p> <p>10 knowledge about your concern about</p> <p>11 Mr. Cardwell's hours?</p> <p>12 MR. BIRENBOIM: Objection to form</p> <p>13 and I think misstates the testimony.</p> <p>14 You can answer.</p> <p>15 THE WITNESS: So there were two</p> <p>16 parts to this. There was the meeting</p> <p>17 I had with Ms. Katz and Mr. Cardwell</p> <p>18 about his conflict question. In</p> <p>19 preparation for that meeting, I very</p> <p>20 quickly just checked what he was</p> <p>21 working on and I saw that he wasn't</p> <p>22 working, period.</p> <p>23 We had our meeting on the</p> <p>24 conflict issue, dealt with that. And</p> <p>25 at the end of that meeting, I raised</p>	<p style="text-align: right;">Page 133</p> <p>1 REID</p> <p>2 REDACTED</p> <p>REDACTED</p> <p>REDACTED I don't</p> <p>5 know exactly how long but in that period</p> <p>6 of time, I actually got the reviews and</p> <p>7 read them.</p> <p>8 Q. Mr. Reid, during the relevant</p> <p>9 period, did Davis Polk have annual firm</p> <p>10 meetings?</p> <p>11 A. This is again the '14 to '18</p> <p>12 period you're referring to, his employment</p> <p>13 period?</p> <p>14 Q. Yes.</p> <p>15 A. The Cardwell employment period.</p> <p>16 And by firm meetings, you mean partnership</p> <p>17 meetings?</p> <p>18 Q. Yes, an annual firm meeting for</p> <p>19 the partners.</p> <p>20 A. There's one every year, usually</p> <p>21 at the end of January, beginning of</p> <p>22 February area.</p> <p>23 Q. I want to speak to you about the</p> <p>24 meeting that would have occurred in</p> <p>25 February of 2018; okay?</p>

<p style="text-align: right;">Page 150</p> <p>1 REID</p> <p>2 in the group or inviting others from</p> <p>3 outside the group to attend. That was I</p> <p>4 guess a description of what they were.</p> <p>5 MR. JEFFRIES: Can we take down</p> <p>6 this exhibit, Zach, and move in tab</p> <p>7 14, please?</p> <p>8 (Exhibit 9, document entitled</p> <p>9 Exhibit 1, Cardwell EEOC Charge</p> <p>10 Against Davis Polk (August 3, 2017,</p> <p>11 marked for identification.)</p> <p>12 BY MR. JEFFRIES:</p> <p>13 Q. I'm going to ask that --</p> <p>14 Mr. Reid, I believe earlier we indicated</p> <p>15 the EEOC charge that Mr. Cardwell had made</p> <p>16 against Davis Polk in 2017.</p> <p>17 A. I remember the EEOC charge, yes.</p> <p>18 Q. And I believe we discussed the</p> <p>19 fact that you had, at least at the time it</p> <p>20 was received in 2017, reviewed that</p> <p>21 charge; correct?</p> <p>22 A. Yes.</p> <p>23 Q. And so this -- would you agree</p> <p>24 that this is the EEOC charge that was</p> <p>25 filed in 2017 by Mr. Cardwell?</p>	<p style="text-align: right;">Page 152</p> <p>1 REID</p> <p>2 REDACTED</p> <p>3 REDACTED</p> <p>4 REDACTED</p> <p>5 REDACTED</p> <p>6 REDACTED</p> <p>7 REDACTED</p> <p>8 REDACTED</p> <p>9 Q. Did anyone at the firm ever give</p> <p>10 you updates regarding BAG meetings?</p> <p>11 A. Not regularly, no. I attended</p> <p>12 what I would characterize as the most</p> <p>13 important BAG meeting of the year, which</p> <p>14 was every Friday evening before Labor Day</p> <p>15 I attended the BAG dinner for law students</p> <p>16 that had received an offer from us to join</p> <p>17 the summer class the next year.</p> <p>18 And it was a dinner of the BAG</p> <p>19 group and the Black law students and the</p> <p>20 goal was to get to know them, and in some</p> <p>21 cases persuade them to accept our offer</p> <p>22 and not a competitor. So that was every</p> <p>23 year. I don't recall having regular</p> <p>24 interactions beyond that.</p> <p>25 Q. And so what about on a</p>
<p style="text-align: right;">Page 151</p> <p>1 REID</p> <p>2 A. From memory it looks like it.</p> <p>3 Q. I'm just going to take you to</p> <p>4 paragraph 8, please. Do you see where the</p> <p>5 complaints states, "On another occasion,</p> <p>6 during a September 2015 DPW Black attorney</p> <p>7 group meeting, I raised the general issue</p> <p>8 of Black DPW attorneys being excluded in</p> <p>9 the workplace. Partners Monica Holland</p> <p>10 and Maurice Blanco and Renee DeSantis, the</p> <p>11 director of associate development,</p> <p>12 attended the meeting. After I made my</p> <p>13 comment, Ms. DeSantis directly asked</p> <p>14 whether I had personally experienced</p> <p>15 race-related exclusion at the firm.</p> <p>16 Although I answered affirmatively, and</p> <p>17 described how such exclusion is harmful to</p> <p>18 Black associates' professional development</p> <p>19 and careers, neither Ms. DeSantis nor any</p> <p>20 of the partners in attendance followed up</p> <p>21 with me about my (or others') experience."</p> <p>22 Mr. Reid, does that accurately</p> <p>23 indicate the language in paragraph 8?</p> <p>24 A. You read it word for word.</p> <p>25 REDACTED,</p>	<p style="text-align: right;">Page 153</p> <p>1 REID</p> <p>2 non-regular basis?</p> <p>3 A. Well, with the group as a whole,</p> <p>4 I don't recall any regular interactions.</p> <p>5 There were several members in the group</p> <p>6 that I would talk to from time to time</p> <p>7 socially, but I don't recall any</p> <p>8 discussion about that BAG group and how it</p> <p>9 was working.</p> <p>10 Q. Well, who within the group would</p> <p>11 you -- well, withdrawn.</p> <p>12 Did Sharon Crane ever give you</p> <p>13 updates about BAG meetings?</p> <p>14 A. I don't recall any.</p> <p>15 Q. Is it possible that she would</p> <p>16 give you updates about BAG meetings?</p> <p>17 MR. BIRENBOIM: Objection to</p> <p>18 form, calls for speculation. You can</p> <p>19 answer if you have anything to say.</p> <p>20 THE WITNESS: That would be my</p> <p>21 answer, I don't know. It would be</p> <p>22 speculation.</p> <p>23 BY MR. JEFFRIES:</p> <p>24 Q. Well, to the extent that</p> <p>25 something occurred during a BAG meeting</p>

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1 REID

2 that was then brought to Sharon Crane's

3 attention, would that be something you

4 would expect for her to speak to you about

5 in the weekly meeting, in your meetings

6 with her?

7 MR. BIRENBOIM: Objection to

8 form. If you have any answer to that,

9 you may answer.

10 THE WITNESS: Again, the same as

11 before, a very general explanation, I

12 said Sharon had a very broad

13 portfolio. She is a superb

14 professional and I trusted her

15 judgment on what to bring to my

16 attention and what not to bring to my

17 attention. And I don't recall her

18 ever disappointing me in that regard.

19 BY MR. JEFFRIES:

20 Q. Based off of your prior

21 testimony, you would agree that it would

22 be unusual for Sharon Crane to discuss

23 with you something that happened at a BAG

24 meeting that had come to her attention; is

25 that correct?

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1 REID

2 MR. BIRENBOIM: Objection to

3 form. You may answer, Tom.

4 THE WITNESS: That's not what I'm

5 saying. Sharon is a superb

6 professional, highly compensated,

7 great judgment and she exercised that

8 judgment, to my knowledge, quite

9 nicely in terms of what issues she

10 felt were worthy of my attention,

11 whether that be the BAG group or any

12 other issue in her broad portfolio.

13 BY MR. JEFFRIES:

14 Q. Did anyone at the firm ever give

15 you updates directly about Mr. Cardwell?

16 MR. BIRENBOIM: Objection to

17 form. You may answer if you can.

18 THE WITNESS: No, I think I got

19 the review folder. I don't recall how

20 I got it but beyond that, no.

21 BY MR. JEFFRIES:

22 Q. So beyond that, beyond the

23 instances that required -- that resulted

24 in you getting the review folders, you

25 don't recall anyone else having direct

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1 REID

2 conversations with you about Mr. Cardwell

3 during the relevant period?

4 A. The relevant period again

5 includes right up to his departure in

6 2018; right?

7 Q. Yes.

8 A. So after I got involved when I

9 noticed how low his hours were, the next

10 step was to get his review folder and talk

11 to him. Then there were conversations

12 about Mr. Cardwell's performance as we --

13 following that second March 2017 meeting.

14 Q. Okay. So then as a time marker,

15 it would be your testimony that prior to

16 March 2017, you don't -- prior to March

17 2017, you didn't engage in any

18 conversations wherein Mr. Cardwell was

19 directly -- where anything with respect to

20 Mr. Cardwell was directly brought to your

21 attention; is that correct?

22 A. Correct. REDACTED

REDACTED

REDACTED

REDACTED

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1 REID

2 REDACTED

REDACTED

REDACTED

REDACTED

7 Q. And you're saying that you don't

8 recall but are you saying that -- well, do

9 you remember hearing anything about

10 Mr. Cardwell making comments about how he

11 experienced exclusion at Davis Polk due to

12 his race prior to that dinner?

13 A. Prior to the dinner, no.

14 MR. BIRENBOIM: Which dinner?

15 MR. JEFFRIES: The dinner in

16 January.

17 THE WITNESS: The dinner in

18 January?

19 BY MR. JEFFRIES:

20 Q. Yes.

21 A. No, not prior to that dinner.

22 Q. We talked about this dinner

23 tangentially. Let's talk about the dinner

24 a bit more now. Who do you remember --

25 well, how did that dinner come about?

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1 REID

2 A. If you recall the article about

3 the diversity panel that you put on the

4 screen before we just took that break.

5 Q. Yes.

6 A. So that was a City Bar event and

7 it was not very well attended because it

8 was an absolutely miserable evening, such

9 that I could see in the audience

10 Mr. Cardwell and a colleague of his. At

11 the end of the panel, I went up to them

12 and thanked them for coming out on such a

13 miserable night and being there. And I

14 said thank you for showing your support or

15 something like that.

16 And they said look, it's, you

17 know, something along the lines of, of

18 course, it's very important to us and we

19 should talk further and I said great, tell

20 you what, let's have dinner or something

21 like that. And I think the dinner took

22 place about a month or two later.

23 MR. JEFFRIES: I'd like to have

24 tab 14 moved into evidence, please.

25 VERITEXT CONCIERGE: We're

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1 REID

2 currently looking at tab 14.

3 MR. JEFFRIES: Let's move to

4 paragraph 9.

5 BY MR. JEFFRIES:

6 Q. Now paragraph 9 reads as follows,

7 correct, "A few months later in January

8 2016, I approached Tom Reid, DPW managing

9 partner, with an inquiry about whether the

10 firm would be willing to sponsor me to

11 attend a Black lawyer professional

12 development conference. Unexpectedly,

13 Mr. Reid advised that I should not sign up

14 for the conference, despite my explanation

15 that such opportunities would foster

16 relationships between Black attorneys at

17 DPW and senior executives at Fortune 100

18 companies that could be leveraged for DPW

19 business in the future. Mr. Reid

20 ultimately agreed to sponsor our

21 participation, but only after I and

22 another associate spent a considerable

23 amount of time explaining to him how this

24 would benefit us as Black associates. In

25 that conversation, and prior to Mr. Reid

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1 REID

2 agreeing to sponsor our participation, we

3 also explicitly raised the institutional

4 bias that we, as Black associates, had

5 experienced at DPW."

6 So is the dinner that we are

7 discussing at this point the meeting

8 referenced in the paragraph that I just

9 read?

10 MR. BIRENBOIM: Objection to

11 form. I don't see reference to a

12 meeting, but you can answer.

13 THE WITNESS: The dinner was in

14 January 2016 I'm pretty sure, so

15 that's the best answer to your

16 question.

17 BY MR. JEFFRIES:

18 Q. With respect to what I've just

19 read to you, the contents of January 2016,

20 do you remember discussing a conference at

21 the dinner?

22 A. REDACTED

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1 REID

2 REDACTED

Page 162

1 REID  
 2 REDACTED  
 3 [REDACTED]  
 4 [REDACTED]  
 5 [REDACTED]  
 6 Q. How long was that dinner? How  
 7 long did you spend together?  
 8 A. I didn't have a stopwatch on,  
 9 Mr. Jeffries, but it would have been about  
 10 a couple of hours.  
 11 Q. So would it be fair to say that  
 12 aside from that conference, there were  
 13 other discussion points?  
 14 A. Yes, yes.  
 15 Q. I think you referenced it as a  
 16 very good dinner?  
 17 A. It was a good discussion, yes.  
 18 REDACTED  
 19 [REDACTED]  
 20 [REDACTED]  
 21 [REDACTED]  
 22 [REDACTED]  
 23 [REDACTED]  
 24 [REDACTED]

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1 REID  
 2 REDACTED  
 3 [REDACTED]  
 4 [REDACTED]  
 5 [REDACTED]  
 6 [REDACTED]  
 7 [REDACTED]  
 8 [REDACTED]  
 9 [REDACTED]  
 10 [REDACTED]  
 11 [REDACTED]  
 12 [REDACTED]  
 13 [REDACTED]  
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 20 [REDACTED]  
 21 [REDACTED]  
 22 [REDACTED]  
 23 [REDACTED]  
 24 [REDACTED]  
 25 [REDACTED]

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1 REID  
 2 REDACTED  
 3 [REDACTED]  
 4 [REDACTED]  
 5 [REDACTED]  
 6 [REDACTED]  
 7 [REDACTED]  
 8 [REDACTED]  
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 15 [REDACTED]  
 16 [REDACTED]  
 17 [REDACTED]  
 18 [REDACTED]  
 19 [REDACTED]  
 20 [REDACTED]  
 21 [REDACTED]  
 22 [REDACTED]  
 23 [REDACTED]  
 24 Q. Did you make any notes or memos  
 25 subsequent to this meeting with

Page 165

1 REID  
 2 Mr. Cardwell and the other associate?  
 3 A. No.  
 4 Q. So the recitation that you're  
 5 giving at this point in time is based off  
 6 of your recollection solely?  
 7 A. Yes.  
 8 REDACTED  
 9 [REDACTED]  
 10 [REDACTED]  
 11 [REDACTED]  
 12 [REDACTED]  
 13 [REDACTED]  
 14 [REDACTED]  
 15 [REDACTED]  
 16 [REDACTED]  
 17 [REDACTED]  
 18 [REDACTED]  
 19 [REDACTED]  
 20 [REDACTED]  
 21 [REDACTED]  
 22 [REDACTED]  
 23 [REDACTED]  
 24 [REDACTED]  
 25 Q. And I think you earlier mentioned

<p style="text-align: right;">Page 166</p> <p>1 REID</p> <p>2 that that issue of being noticed in that</p> <p>3 discussion, you drew some similarity</p> <p>4 between that and the e-mail that we looked</p> <p>5 at to Sharon Crane; is that right?</p> <p>6 A. The e-mail about introducing</p> <p>7 yourself.</p> <p>8 Q. So it would be safe to say you</p> <p>9 recognized that there's an element of</p> <p>10 racial exclusion that that conversation is</p> <p>11 founded upon; correct?</p> <p>12 MR. BIRENBOIM: Objection to</p> <p>13 form, mischaracterizes the testimony.</p> <p>14 You may answer.</p> <p>15 THE WITNESS: What I said was in</p> <p>16 my testimony is that that issue of</p> <p>17 being noticed is a, I think, issue of</p> <p>18 social awkwardness among the kind of</p> <p>19 people who become lawyers.</p> <p>20 BY MR. JEFFRIES:</p> <p>21 Q. The issue of being noticed that</p> <p>22 was being discussed was being discussed</p> <p>23 within the context of race; correct?</p> <p>24 MR. BIRENBOIM: Objection to</p> <p>25 form, mischaracterizes the testimony.</p>	<p style="text-align: right;">Page 168</p> <p>1 REID</p> <p>2 conversations about race within the</p> <p>3 context of experiences at Davis Polk?</p> <p>4 MR. BIRENBOIM: Objection to</p> <p>5 form. You can answer if you have a</p> <p>6 recollection, Mr. Reid, about any</p> <p>7 distinction.</p> <p>8 THE WITNESS: I believe they were</p> <p>9 put in the context of the profession</p> <p>10 if not society at large. That was the</p> <p>11 nature of the discussion. It only got</p> <p>12 specific to them when I talked about</p> <p>13 their performance reviews.</p> <p>14 BY MR. JEFFRIES:</p> <p>15 Q. Aside from the part of the</p> <p>16 conversation about performance reviews,</p> <p>17 it's your testimony that the conversations</p> <p>18 that were being had about diversity and</p> <p>19 racial exclusion were not tied by them to</p> <p>20 their experiences at Davis Polk during the</p> <p>21 conversation?</p> <p>22 MR. BIRENBOIM: Asked and</p> <p>23 answered, you may answer again.</p> <p>24 THE WITNESS: Yes, they were</p> <p>25 talking about their experience. They</p>
<p style="text-align: right;">Page 167</p> <p>1 REID</p> <p>2 You may answer.</p> <p>3 THE WITNESS: They were raising</p> <p>4 it in that context and I was saying</p> <p>5 the context was much broader than</p> <p>6 that.</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. I understand that there were two</p> <p>9 different sides to it but it was a</p> <p>10 conversation, irrespective of the parties'</p> <p>11 sides within the conversation, about a</p> <p>12 racial dynamic, would you agree?</p> <p>13 MR. BIRENBOIM: Objection to</p> <p>14 form.</p> <p>15 THE WITNESS: The whole</p> <p>16 discussion was about diversity in the</p> <p>17 profession and race issues in society</p> <p>18 at large. I wanted to have our</p> <p>19 associates know that I was accessible</p> <p>20 on those issues and ready to talk.</p> <p>21 And that's why I engaged with them.</p> <p>22 BY MR. JEFFRIES:</p> <p>23 Q. And regarding his comments about</p> <p>24 race, do you recall him talking about only</p> <p>25 other law firms or were those</p>	<p style="text-align: right;">Page 169</p> <p>1 REID</p> <p>2 had only worked at one law firm, Davis</p> <p>3 Polk, and they said this is something</p> <p>4 they hear from their Black colleagues</p> <p>5 at other law firms. It was a</p> <p>6 conversation about society. The legal</p> <p>7 profession is part of society. Davis</p> <p>8 Polk is part of the legal profession.</p> <p>9 So that's the context that needs to be</p> <p>10 framed around this.</p> <p>11 BY MR. JEFFRIES:</p> <p>12 Q. But what I'm hearing, and I just</p> <p>13 want to make sure I'm hearing you say in</p> <p>14 the correct way -- well, we're talking</p> <p>15 about -- I want to make sure that we're on</p> <p>16 the same page with respect to whether or</p> <p>17 not any of the conversations that were</p> <p>18 being had, specific comments by</p> <p>19 Mr. Cardwell, were tied to his experiences</p> <p>20 at Davis Polk as opposed to what I'm</p> <p>21 hearing a bit from you about experiences</p> <p>22 being echoed by associates, Black</p> <p>23 associates at other law firms.</p> <p>24 A. I go back to my previous answer.</p> <p>25 I think that's a slightly different</p>



<p style="text-align: right;">Page 170</p> <p>1 REID</p> <p>2 formulation of your previous question and</p> <p>3 I just would like to restate word for word</p> <p>4 my previous answer.</p> <p>5 Q. To be clear, your previous</p> <p>6 answer, the way I take it is that the</p> <p>7 comments that Mr. Cardwell and Ms. Adams</p> <p>8 made were general comments that had</p> <p>9 relevance with respect to the general</p> <p>10 experiences that Black associates were</p> <p>11 having in the law profession; is that</p> <p>12 correct?</p> <p>13 MR. BIRENBOIM: Objection -- Tom,</p> <p>14 give me a second. Objection to form,</p> <p>15 mischaracterizes the witness's</p> <p>16 testimony. The testimony was what the</p> <p>17 testimony was.</p> <p>18 BY MR. JEFFRIES:</p> <p>19 Q. Please answer, Mr. Reid.</p> <p>20 A. I refer to my previous answer is</p> <p>21 what I said.</p> <p>22 Q. So I'm processing your previous</p> <p>23 answer and asking this question, sir.</p> <p>24 Were any of the -- were the</p> <p>25 comments made with respect to</p>	<p style="text-align: right;">Page 172</p> <p>1 REID</p> <p>2 sir.</p> <p>3 A. (Witness perusing document.)</p> <p>4 Q. Do you see that we are currently</p> <p>5 viewing an e-mail exchange?</p> <p>6 A. Yes.</p> <p>7 Q. Would you agree that it's an</p> <p>8 e-mail from Mr. Cardwell -- this includes</p> <p>9 an e-mail from Mr. Cardwell and Ms. Adams?</p> <p>10 A. Yes.</p> <p>11 MR. BIRENBOIM: I think that</p> <p>12 mischaracterizes the top e-mail. I</p> <p>13 don't know which e-mail we're looking</p> <p>14 at.</p> <p>15 MR. JEFFRIES: I want us to focus</p> <p>16 on the top e-mail.</p> <p>17 MR. BIRENBOIM: Just for the</p> <p>18 record, I want to note the top e-mail</p> <p>19 appears to be an e-mail from Ms. Adams</p> <p>20 to Ms. Adams, not to Mr. Cardwell.</p> <p>21 BY MR. JEFFRIES:</p> <p>22 Q. Now I just want you to note the</p> <p>23 date of that e-mail, that top e-mail.</p> <p>24 A. January 20th, yeah.</p> <p>25 Q. Yes, January 20th. And the date</p>
<p style="text-align: right;">Page 171</p> <p>1 REID</p> <p>2 Mr. Cardwell -- were the comments made</p> <p>3 from a position of Mr. Cardwell being</p> <p>4 employed at Davis Polk and experiences</p> <p>5 that he was personally experiencing at</p> <p>6 Davis Polk?</p> <p>7 MR. BIRENBOIM: Objection to</p> <p>8 form. This is probably the fifth or</p> <p>9 sixth time you've asked the same</p> <p>10 question. Asked and answered. If you</p> <p>11 have anything to add, Mr. Reid, you</p> <p>12 may.</p> <p>13 THE WITNESS: No, I have nothing</p> <p>14 to add.</p> <p>15 BY MR. JEFFRIES:</p> <p>16 Q. And Sheila Adams was the other</p> <p>17 associate present; correct?</p> <p>18 A. Correct.</p> <p>19 MR. ADAMS: Let's go to tab 15,</p> <p>20 please.</p> <p>21 (Exhibit 10, document Bates</p> <p>22 labeled DPW_SDNY-000099794, marked for</p> <p>23 identification.)</p> <p>24 BY MR. JEFFRIES:</p> <p>25 Q. Just take a moment to review,</p>	<p style="text-align: right;">Page 173</p> <p>1 REID</p> <p>2 of the dinner was on or around January 20,</p> <p>3 2016; correct?</p> <p>4 A. I think that's right.</p> <p>5 Q. And were any of these topics,</p> <p>6 topics that are listed in this e-mail,</p> <p>7 discussed at the dinner between yourself,</p> <p>8 Mr. Cardwell and Ms. Adams?</p> <p>9 A. I don't -- I recall generally the</p> <p>10 first bullet point, competitive</p> <p>11 challenges. I discuss -- I do recall</p> <p>12 specifically the second bullet point as I</p> <p>13 see it here, what makes a good partner. I</p> <p>14 don't recall the late bloomer thing</p> <p>15 discussion. I absolutely do not recall</p> <p>16 the next bullet, the racialized reviews</p> <p>17 and I do recall discussing the last point.</p> <p>18 That's when I talked about the</p> <p>19 presentations we have at annual meetings.</p> <p>20 Q. So just turning to these last few</p> <p>21 right here, this one here, some associates</p> <p>22 have received arguably gendered and/or</p> <p>23 racialized reviews; who, if anyone, is</p> <p>24 serving as the gut-check in the review</p> <p>25 process to pick up on these comments and</p>



<p style="text-align: right;">Page 178</p> <p>1 REID</p> <p>2 the dinner or shortly. It may have been</p> <p>3 that the idea was I would get back to them</p> <p>4 after the dinner. If that was the idea,</p> <p>5 that's the only work stream as you call it</p> <p>6 that was agreed.</p> <p>7 MR. JEFFRIES: Okay, let's go off</p> <p>8 for a moment.</p> <p>9 (Lunch recess taken at 1:35 p.m.)</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 180</p> <p>1 REID</p> <p>2 is that in this document, it is indicated</p> <p>3 that the sender is Sheila Adams and the</p> <p>4 recipient is Kaloma Cardwell. And so to</p> <p>5 the extent that -- in recognition of your</p> <p>6 careful analysis with respect to this</p> <p>7 exhibit, would you agree that there are</p> <p>8 similarities between the topics in this</p> <p>9 e-mail and the last one that we looked at?</p> <p>10 A. Yes.</p> <p>11 Q. And would you further agree that</p> <p>12 this e-mail contains topics or a list of</p> <p>13 topics that are organized in a fashion</p> <p>14 that would allow them to be discussed</p> <p>15 topically at a later date?</p> <p>16 MR. BIRENBOIM: Objection to</p> <p>17 form, no foundation. You may answer.</p> <p>18 THE WITNESS: I actually don't</p> <p>19 know what you're asking, sorry,</p> <p>20 Mr. Jeffries. This looks like the</p> <p>21 same words but I can't tell you word</p> <p>22 for word. It purports at the</p> <p>23 beginning to be agenda thoughts, so I</p> <p>24 don't know whether they are still --</p> <p>25 the two lawyers here are still going</p>
<p style="text-align: right;">Page 179</p> <p>1 REID</p> <p>2 AFTERNOON SESSION</p> <p>3 (Time noted: 2:17 p.m.)</p> <p>4 THOMAS REID, resumed and</p> <p>5 testified as follows:</p> <p>6 CONTINUED EXAMINATION</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. Let's go back on, please.</p> <p>9 So Mr. Reid, prior to the break,</p> <p>10 we were discussing a meeting, a dinner</p> <p>11 rather, from January of 2016. And, in</p> <p>12 fact --</p> <p>13 MR. JEFFRIES: Zach, can you move</p> <p>14 in tab 16 at this time, please?</p> <p>15 (Exhibit 11, document Bates</p> <p>16 labeled DPW_SDNY-000143444, marked for</p> <p>17 identification.)</p> <p>18 BY MR. JEFFRIES:</p> <p>19 Q. Okay. Please take a moment to</p> <p>20 review this document, Mr. Reid.</p> <p>21 Now you'll note that this</p> <p>22 document is the same as the last one that</p> <p>23 we were looking at before the break.</p> <p>24 A. Almost.</p> <p>25 Q. Well, what I do want to point out</p>	<p style="text-align: right;">Page 181</p> <p>1 REID</p> <p>2 and framing the agenda. What caught</p> <p>3 my eye was the format's different.</p> <p>4 The last one had a gap between the</p> <p>5 third and the fourth bullet.</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. Let's take this down. Mr. Reid,</p> <p>8 with respect to the dinner in January of</p> <p>9 2016 involving Mr. Cardwell, yourself and</p> <p>10 Ms. Adams, did you speak to anyone about</p> <p>11 that dinner?</p> <p>12 <b>REDACTED</b></p> <p>13 <b>REDACTED</b></p> <p>14 <b>REDACTED</b></p> <p>15 <b>REDACTED</b></p> <p>16 <b>REDACTED</b></p> <p>17 <b>REDACTED</b></p> <p>18 Q. Do you recall speaking to Sharon</p> <p>19 Crane about anything related to your</p> <p>20 dinner with Mr. Cardwell?</p> <p>21 A. I may have said I was having it</p> <p>22 or had it but I don't recall discussing</p> <p>23 the content except perhaps the conference,</p> <p>24 request to go to the conference.</p> <p>25 Q. Did you speak with -- at this</p>

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1 REID  
2 time, would it have been typical for you  
3 to meet with associates for dinner?  
4 A. Yes. Again, I recall the article  
5 about the New York City Bar panel I  
6 attended. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] And I met with a  
10 number of different associates in  
11 different groups over the years I was  
12 managing partner.  
13 Q. Now, with respect to what you  
14 said to Ms. Crane about the dinner, what  
15 did you tell her?  
16 A. I don't recall if I did tell her  
17 much of anything other than it was  
18 happening or had happened already and also  
19 mentioning the conference permission that  
20 I had given either at this dinner or after  
21 the dinner, and again I don't recall when  
22 it was I changed my mind to give them  
23 permission to go to the conference.  
24 Q. Would you have brought up the  
25 conversation about performance reviews?

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1 REID  
2 MR. BIRENBOIM: Objection to  
3 form, calls for speculation. You can  
4 testify to what you recall.  
5 THE WITNESS: I don't recall  
6 talking with Sharon Crane about the  
7 summary of their prior reviews that I  
8 gave them at the dinner.  
9 BY MR. JEFFRIES:  
10 Q. Well, you do recall talking with  
11 them -- and when I say them, I mean  
12 Mr. Cardwell and Ms. Adams -- about their  
13 reviews at the dinner; correct?  
14 A. Yes.  
15 Q. What feedback did you give  
16 Mr. Cardwell about his performance at the  
17 dinner?  
18 A. I picked out for him a couple of  
19 points that leapt out at me when I  
20 reviewed his folder before going to the  
21 dinner and they had to do with timeliness  
22 and also had to do with setting  
23 expectations for what he could and  
24 couldn't do within a particular time  
25 period.

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1 REID  
2 Q. And so just for the record,  
3 Mr. Reid, I'll note that it does appear  
4 that there have been times when you have  
5 been distracted to some degree by your  
6 phone and I would ask that if that is  
7 indeed the case, that to the extent  
8 possible you avoid checking your phone or  
9 looking at the phone --  
10 A. Mr. Jeffries, who are you  
11 referring this question to?  
12 Q. I'm just referring the question  
13 to you, Mr. Reid.  
14 A. No, my phone has been turned off.  
15 The only device that has been active for  
16 the entire time is the computer or the  
17 laptop that I'm doing this videoconference  
18 on now. You can check my phone records.  
19 The devices have not been active from the  
20 minute this started.  
21 Q. It's not an issue, Mr. Reid. I  
22 think --  
23 A. It's not an issue because it's  
24 not a fact.  
25 Q. Well, then let's continue.

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1 REID  
2 Mr. Reid, did you speak to Renee  
3 DeSantis about the dinner that  
4 Mr. Cardwell and Ms. Adams had attended?  
5 A. I don't recall any discussion  
6 with her about the dinner at all.  
7 Q. Did you speak with Mr. Bick about  
8 the dinner with Mr. Cardwell and  
9 Ms. Adams?  
10 A. I don't recall but with John,  
11 like with Sharon reflecting their  
12 seniority, I may have mentioned I was  
13 having dinner or had dinner.  
14 Q. Did you speak with Mr. Chudd  
15 about anything related to your dinner with  
16 Mr. Cardwell and Ms. Adams?  
17 A. No.  
18 Q. Did you speak with Ms. Hudson  
19 about anything related to your dinner with  
20 Mr. Cardwell and Ms. Adams?  
21 A. No, I don't believe so. No  
22 recollection.  
23 Q. Mr. Reid, is there anything about  
24 Mr. Cardwell's performance that you told  
25 him about during the dinner that you

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1 REID  
2 didn't mention today?  
3 A. I don't think so. As I said, I  
4 didn't want to read him his whole review  
5 folder. The reviews were being given in  
6 front of another associate and I asked are  
7 you both happy for me to give you a little  
8 synthesis, a short synthesis about the  
9 folder I had seen. But I think it was  
10 punctuality or timeliness and setting  
11 expectations up front with the people he  
12 was working for.  
13 Q. Picking up on that particular --  
14 withdrawn.  
15 You didn't say anything to  
16 Mr. Cardwell about him being a poor  
17 performer; correct?  
18 MR. BIRENBOIM: Objection to  
19 form. You can answer.  
20 **REDACTED**  
**REDACTED**  
**REDACTED**  
**REDACTED**  
**REDACTED**  
**REDACTED**

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1 REID  
2 **REDACTED**  
3 BY MR. JEFFRIES:  
4 Q. Did you say anything about him  
5 being behind?  
6 A. I don't think so.  
7 Q. Did you say anything about him  
8 receiving negative reviews?  
9 A. I said what I saw in your review  
10 folder were these points. It was --  
11 remember, this was his first ever set of  
12 reviews. He'd been at the firm barely a  
13 year and that was the context in which I  
14 said these are issues for a young lawyer,  
15 they need to be fixed but are fixable with  
16 the right application.  
17 Q. And based on what you said  
18 earlier, this was during a conversation  
19 when he told you that he could receive  
20 tough feedback; is that correct?  
21 A. Yes, he said -- yes. In fact,  
22 the review summaries came as part of an  
23 expression of hope that they could get  
24 more feedback. It was not just  
25 Mr. Cardwell but Ms. Adams as well said

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1 REID  
2 they would appreciate more feedback. And  
3 in that context, Mr. Cardwell said that he  
4 was used to getting -- I think he said  
5 something like I've played for a lot of  
6 tough coaches in my career and I can take  
7 and learn from tough feedback.  
8 MR. JEFFRIES: Can we move in tab  
9 10, Zach? Thank you.  
10 (Exhibit 12, document Bates  
11 labeled DPW\_SDNY-000099560, marked for  
12 identification.)  
13 BY MR. JEFFRIES:  
14 Q. Mr. Reid, do you see the e-mail  
15 from Rocio Clausen and Carolina Fenner to  
16 Mr. Cardwell on September 8, 2016?  
17 A. Yes.  
18 Q. Do you see where the e-mail  
19 states, "I hope you are well. Would you  
20 be able to assist the credit group (mainly  
21 JW Perry and Frank Manley) with some KYC,  
22 organizational materials, resolutions,  
23 certificates, et cetera for a **REDACTED**  
24 deal closing later this month"?  
25 Do you see that?

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1 REID  
2 A. Yes.  
3 MR. JEFFRIES: I'd like to take  
4 this down and have tab 11 put in,  
5 please.  
6 (Exhibit 13, document Bates  
7 labeled DPW\_SDNY-000140832, marked for  
8 identification.)  
9 BY MR. JEFFRIES:  
10 Q. Mr. Reid, please take a moment to  
11 look at this.  
12 A. Um-hum.  
13 Q. Do you see that this is an e-mail  
14 from Rocio Clausen?  
15 A. No, it's Sharon Crane.  
16 Q. Correct. Thank you. Do you see  
17 this is an e-mail from Sharon Crane to  
18 Renee DeSantis on September 9, 2016 at  
19 11:49 a.m.?  
20 A. Yes.  
21 Q. Do you see where the e-mail  
22 states, "If you talk to John today about  
23 the other stuff, please mention Kaloma.  
24 As discussed he needs to be someone's  
25 project as soon as possible, i.e., get

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1 REID  
2 work and hours and direct feedback. Given  
3 his conversation with Rocio, I don't think  
4 it makes sense to wait to implement  
5 sometime in January after review season."  
6 Do you see that language, sir?  
7 A. Yes, I do.  
8 Q. In this e-mail, does John refer  
9 to John Bick?  
10 MR. BIRENBOIM: Objection to  
11 form. You've not established he's  
12 ever seen this e-mail.  
13 THE WITNESS: I've never seen the  
14 e-mail and therefore do not know which  
15 John it is.  
16 BY MR. JEFFRIES:  
17 Q. During Mr. Cardwell's employment,  
18 did you hear anything about Mr. Cardwell  
19 being asked to work on a credit assignment  
20 while he was in M&A?  
21 A. No.  
22 Q. During Mr. Cardwell's employment,  
23 did you ever hear anything about  
24 Mr. Cardwell meeting with a staffing  
25 coordinator?

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1 REID  
2 A. No.  
3 REDACTED  
4 REDACTED  
5 REDACTED  
6 REDACTED  
7 REDACTED  
8 REDACTED  
9 REDACTED  
10 REDACTED  
11 REDACTED  
12 MR. BIRENBOIM: Objection to  
13 form. You can answer to the extent  
14 you have any knowledge.  
15 THE WITNESS: No knowledge.  
16 BY MR. JEFFRIES:  
17 Q. Do you have any reason to believe  
18 that during Mr. Cardwell's employment,  
19 Mr. Cardwell questioned whether a credit  
20 assignment was connected to race or bias,  
21 was connected to his race or bias?  
22 MR. BIRENBOIM: Objection to  
23 form. You can answer.  
24 THE WITNESS: No.  
25 ///

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1 REID  
2 BY MR. JEFFRIES:  
3 Q. Do you have any reason to believe  
4 -- during Mr. Cardwell's employment, do  
5 you have any reason to believe that anyone  
6 said anything about Mr. Cardwell  
7 questioning whether his assignments were  
8 connected to race or bias?  
9 MR. BIRENBOIM: Objection to  
10 form, no foundation. You can answer  
11 if you know.  
12 THE WITNESS: No.  
13 BY MR. JEFFRIES:  
14 Q. So it's your testimony that  
15 during Mr. Cardwell's employment, you  
16 never heard any comments about  
17 Mr. Cardwell complaining about his  
18 staffing?  
19 A. That's correct.  
20 Q. Not even from Mr. Cardwell  
21 himself?  
22 A. Oh, until the late March meeting,  
23 that was the first time. March 2017.  
24 Q. So that March 2017 meeting was  
25 the first time that you had ever heard any

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1 REID  
2 complaint -- that you ever heard that  
3 Mr. Cardwell had any complaints about his  
4 staffing while at the firm?  
5 A. Correct, including at the first  
6 meeting where I said I noticed his hours  
7 were very low. He said nothing about it  
8 then.  
9 Q. Well, you did tell him that you  
10 would get the hours fixed; correct?  
11 A. At the first meeting in March  
12 with Sharon Katz, I said I was going to  
13 look into it as to why the hours were so  
14 low and get back to him.  
15 Q. And you also told him that his  
16 low hours weren't his fault; correct?  
17 MR. BIRENBOIM: Objection to  
18 form, mischaracterizes the testimony.  
19 THE WITNESS: No, I said I  
20 noticed his hours were low and I was  
21 going to look into it and get back to  
22 him. And I don't recall what he said  
23 in response. I don't think he said  
24 much in response and that was the end  
25 of that meeting, which was the one

<p style="text-align: right;">Page 194</p> <p>1 REID</p> <p>2 about the pro bono program conflict.</p> <p>3 BY MR. JEFFRIES:</p> <p>4 Q. Did you tell him his hours were</p> <p>5 because of his performance?</p> <p>6 A. That was at the second March</p> <p>7 meeting.</p> <p>8 Q. Did you tell him that his hours</p> <p>9 were because of his performance reviews?</p> <p>10 MR. BIRENBOIM: Objection to</p> <p>11 form. What meeting are we talking</p> <p>12 about or are you asking for any time?</p> <p>13 MR. JEFFRIES: The first meeting.</p> <p>14 THE WITNESS: The first meeting,</p> <p>15 no. The first March 2017 meeting, no.</p> <p>16 The second March 2017 meeting, yes.</p> <p>17 BY MR. JEFFRIES:</p> <p>18 Q. Do you have any reason to believe</p> <p>19 that sometime in 2016, someone talked to</p> <p>20 Mr. Bick about Mr. Cardwell's comments</p> <p>21 about being staffed on a credit</p> <p>22 assignment?</p> <p>23 MR. BIRENBOIM: Objection to</p> <p>24 form, calls for speculation. You can</p> <p>25 answer.</p>	<p style="text-align: right;">Page 196</p> <p>1 REID</p> <p>2 BY MR. JEFFRIES:</p> <p>3 Q. And that answer is?</p> <p>4 A. I have no knowledge.</p> <p>5 Q. Do you have any reason to believe</p> <p>6 that sometime in 2016, someone talked to</p> <p>7 Mr. Wolfe about Mr. Cardwell's comments</p> <p>8 about being staffed on a credit</p> <p>9 assignment?</p> <p>10 MR. BIRENBOIM: Objection to</p> <p>11 form.</p> <p>12 THE WITNESS: No knowledge.</p> <p>13 BY MR. JEFFRIES:</p> <p>14 Q. Around September and October of</p> <p>15 2016, did you participate in any other</p> <p>16 discussions that were about Mr. Cardwell</p> <p>17 and about how he was being staffed at the</p> <p>18 firm?</p> <p>19 A. I don't recall any.</p> <p>20 Q. So Mr. Reid, what's the earliest</p> <p>21 that you heard anything about Mr. Cardwell</p> <p>22 making comments related to how he believed</p> <p>23 his race was impacting his assignments or</p> <p>24 hours or evaluations?</p> <p>25 MR. BIRENBOIM: Objection to</p>
<p style="text-align: right;">Page 195</p> <p>1 REID</p> <p>2 THE WITNESS: I don't recall any</p> <p>3 awareness of that.</p> <p>4 BY MR. JEFFRIES:</p> <p>5 Q. Do you have any reason to believe</p> <p>6 that sometime in 2016, someone talked to</p> <p>7 you about -- well, do you have reason to</p> <p>8 believe that in 2016, someone talked to</p> <p>9 Mr. Chudd about Mr. Cardwell's comments</p> <p>10 about being staffed on a credit</p> <p>11 assignment?</p> <p>12 MR. BIRENBOIM: Same objection.</p> <p>13 You can answer if you have any</p> <p>14 knowledge.</p> <p>15 THE WITNESS: Same answer. No</p> <p>16 knowledge.</p> <p>17 BY MR. JEFFRIES:</p> <p>18 Q. Do you have any reason to believe</p> <p>19 that sometime in 2016, someone talked to</p> <p>20 Brian Wolfe about Mr. Cardwell's comments</p> <p>21 about being staffed on a credit</p> <p>22 assignment?</p> <p>23 MR. BIRENBOIM: Same objection.</p> <p>24 THE WITNESS: Same answer.</p> <p>25 ///</p>	<p style="text-align: right;">Page 197</p> <p>1 REID</p> <p>2 form, assumes facts not in evidence.</p> <p>3 You can say what you recall, if</p> <p>4 anything.</p> <p>5 THE WITNESS: What I recall is</p> <p>6 the conversation at the second March</p> <p>7 2017 meeting was the first time that</p> <p>8 he made a specific claim about his</p> <p>9 career being affected by race.</p> <p>10 BY MR. JEFFRIES:</p> <p>11 Q. So let's get back to the exhibit</p> <p>12 that's on the screen at this time.</p> <p>13 A. Yes.</p> <p>14 Q. Mr. Reid, do you see where it</p> <p>15 says, "Kaloma needs to be someone's</p> <p>16 project as soon as possible, i.e., get</p> <p>17 work and hours and direct feedback," do</p> <p>18 you see that?</p> <p>19 A. Yes.</p> <p>20 Q. During Mr. Cardwell's employment,</p> <p>21 did you hear anyone describe Mr. Cardwell</p> <p>22 as a project?</p> <p>23 A. No. No.</p> <p>24 Q. During Mr. Cardwell's employment</p> <p>25 -- well, have you ever heard anyone</p>

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1 REID

2 A. I think there had been one or two

3 requests in the past that has been

4 answered the same way but I couldn't tell

5 you when or which associate. Sometimes it

6 was an academic discussion. Sometimes it

7 was a discussion purely theoretically of I

8 had to do reviews and should the reviewed

9 person get to see what was written down,

10 discussed, as I said in a totally academic

11 context.

12 Q. What was your understanding of

13 why Mr. Cardwell was not allowed to see at

14 all his reviews?

15 MR. BIRENBOIM: Objection to

16 form. I think he answered that

17 question. You can answer it again.

18 THE WITNESS: To comply with --

19 exactly, same answer as before, to

20 comply with the policy.

21 BY MR. JEFFRIES:

22 Q. We've spoken about a meeting in

23 March of 2017 between yourself and

24 Mr. Cardwell throughout the day; correct?

25 MR. BIRENBOIM: Objection.

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1 REID

2 THE WITNESS: There were a few

3 meetings.

4 BY MR. JEFFRIES:

5 Q. I want to turn to the second

6 meeting at this point in time.

7 A. Um-hum.

8 REDACTED

9 REDACTED

10 REDACTED

11 REDACTED

12 REDACTED

13 REDACTED

14 REDACTED

15 REDACTED

16 Q. Why did that meeting take place?

17 A. That's the connection to the

18 first March meeting where we discussed the

19 for-profit prison group and the fact that

20 they were a former client. And we then

21 went on to talk about a broad-ranging

22 discussion, for-profit prisons generally,

23 actually, and the Ava DuVernay movie that

24 was released around that time, 13th.

25 And at the very end of the

Page 216

1 REID

2 meeting as we were literally breaking up,

3 REDACTED

4 REDACTED

5 REDACTED

6 REDACTED

7 REDACTED

8 And that's why we had that meeting on

9 March 29th.

10 Q. So the meeting on March 29th was

11 the follow-up as you indicated?

12 A. Yes.

13 REDACTED

14 REDACTED

15 REDACTED

16 REDACTED

17 REDACTED

18 REDACTED

19 REDACTED

20 REDACTED

21 REDACTED

22 REDACTED

23 REDACTED

24 REDACTED

25 REDACTED

Page 217

1 REID

2 REDACTED

3 REDACTED

4 REDACTED

5 REDACTED

6 REDACTED

7 REDACTED

8 REDACTED

9 REDACTED

10 REDACTED

11 REDACTED

12 REDACTED

13 REDACTED

14 REDACTED

15 REDACTED

16 REDACTED

17 REDACTED

18 REDACTED

19 REDACTED

20 REDACTED

21 REDACTED

22 REDACTED

23 Q. During that meeting, you

24 indicated that Mr. Cardwell's lack of work

25 in the previous few months was related to



<p style="text-align: right;">Page 218</p> <p>1 REID</p> <p>2 his performance?</p> <p>3 REDACTED</p> <p>8 Q. And it's your testimony --</p> <p>9 A. Based on the quality of his work</p> <p>10 as reflected in the performance reviews,</p> <p>11 for not one but two years now.</p> <p>12 Q. And you had reviewed those</p> <p>13 performance reviews prior to the meeting;</p> <p>14 correct?</p> <p>15 A. Yes.</p> <p>16 Q. And it was your assessment that</p> <p>17 the performance reviews that you reviewed</p> <p>18 justified him not receiving any work for</p> <p>19 the series of months leading up to that</p> <p>20 meeting?</p> <p>21 A. It was a cause and effect</p> <p>22 explanation. I wouldn't use a term like</p> <p>23 justification. It was a cause and effect</p> <p>24 explanation.</p> <p>25 Q. Were there any other causes?</p>	<p style="text-align: right;">Page 220</p> <p>1 REID</p> <p>2 were exaggerating this typographical</p> <p>3 error, as he saw it. I said I was</p> <p>4 disappointed that he was not living up to</p> <p>5 what he said he could do before, which is</p> <p>6 take tough feedback. And I said I was</p> <p>7 also disappointed that I had had to come</p> <p>8 to him. I had had to raise the issue with</p> <p>9 him at the previous meeting in March, and</p> <p>10 I didn't understand why he wasn't being --</p> <p>11 he'd shown his willingness to introduce</p> <p>12 himself to me, to come to dinner with me.</p> <p>13 I didn't understand why he was being more</p> <p>14 proactive about managing his career.</p> <p>15 And I reminded him at the January</p> <p>16 dinner, that I'd said this job is tough</p> <p>17 and you've got to really lean in and get</p> <p>18 through some tough times and adversity and</p> <p>19 you're not doing that.</p> <p>20 Q. So what did Mr. Cardwell say to</p> <p>21 you during the meeting?</p> <p>22 A. Well, as I mentioned, he</p> <p>23 basically wanted to dismiss the one</p> <p>24 particular performance episode as a typo.</p> <p>25 It wasn't that, it was more than that.</p>
<p style="text-align: right;">Page 219</p> <p>1 REID</p> <p>2 A. Not that I could discern.</p> <p>3 Q. Were there any other causes that</p> <p>4 anyone would be able to attribute to the</p> <p>5 lack of work that Mr. Cardwell was</p> <p>6 receiving leading up to that meeting?</p> <p>7 MR. BIRENBOIM: Objection to</p> <p>8 form. If you understand the question,</p> <p>9 you can answer.</p> <p>10 THE WITNESS: I can tell you I</p> <p>11 was unable to discern any cause for</p> <p>12 his lack of work other than two years</p> <p>13 of poor performance.</p> <p>14 BY MR. JEFFRIES:</p> <p>15 Q. What was Mr. Cardwell's reaction</p> <p>16 to your comments?</p> <p>17 A. Well, it was surprising. When he</p> <p>18 was a summer associate, at the January</p> <p>19 2016 dinner with him and Ms. Adams, on</p> <p>20 both those occasions he had been quite</p> <p>21 emphatic with me that he had learned from</p> <p>22 tough feedback in the past and tough</p> <p>23 coaches and that he could take it, that he</p> <p>24 could learn from it.</p> <p>25 But he continued to say that we</p>	<p style="text-align: right;">Page 221</p> <p>1 REID</p> <p>2 When I said to him that -- when I reminded</p> <p>3 him of the I can take tough feedback</p> <p>4 affirmations that he had made to me twice</p> <p>5 before and that I didn't think he was</p> <p>6 living up to that, and that this meeting</p> <p>7 was about tough feedback and about</p> <p>8 managing his career, he then started to</p> <p>9 assert that the reason he wasn't getting</p> <p>10 work was because he had been, a word he</p> <p>11 then started to use, repeat several times,</p> <p>12 he had been racialized.</p> <p>13 Q. Did he ask you any questions?</p> <p>14 A. He -- after he said I believe</p> <p>15 I've been racialized, I had previously</p> <p>16 said to him that a mistake we Davis Polk</p> <p>17 partners had made was in not giving him</p> <p>18 this tough feedback hot on the heels of</p> <p>19 his annual review at the end of the</p> <p>20 previous year.</p> <p>21 And instead, what had happened</p> <p>22 was several months of inactivity had gone</p> <p>23 by. I said we should have been on it</p> <p>24 then, we should have been having a</p> <p>25 conversation like this then, and we should</p>



<div>Page 222</div> <div><p>1 REID</p><p>2 have been structuring a program of mixed</p><p>3 assignments with different -- mixed</p><p>4 partners who were good teachers. And I</p><p>5 said look, this is tough feedback but it's</p><p>6 not like you've been inactive for any more</p><p>7 than three or four months.</p><p>8 You're hopefully going to have a</p><p>9 long career and we'll recover these three</p><p>10 or four months, if you're the same</p><p>11 Mr. Cardwell that I remember with the</p><p>12 impressive ambition from your summer</p><p>13 associate days and from as recently as</p><p>14 January 2016.</p><p>15 Q. Did you say a mistake was made or</p><p>16 did you tell him that the mistake was that</p><p>17 you didn't give him tough feedback?</p><p>18 A. I said the mistake was made that</p><p>19 we hadn't sat down with him and had the</p><p>20 conversation that said <b>REDACTED</b></p><p><b>REDACTED</b></p><p><b>REDACTED</b></p><p><b>REDACTED</b></p><p><b>REDACTED</b></p><p><b>REDACTED</b></p><p>We had not sat down, put it</p></div>	<div>Page 223</div> <div><p>1 REID</p><p>2 in those stark terms and then begun a</p><p>3 period of trying to turn it around.</p><p>4 Q. What review are you referring to?</p><p>5 A. The annual reviews drawn the year</p><p>6 before which were built on top of concerns</p><p>7 raised in his first set of reviews at the</p><p>8 end of 2015.</p><p>9 Q. Okay. So just to be clear, I'm</p><p>10 hearing reviews; correct?</p><p>11 A. Um-hum.</p><p>12 Q. All right. So the annual review</p><p>13 from the year before and so we're talking</p><p>14 about reviews from which years?</p><p>15 A. Late 2015 and '16.</p><p>16 Q. So the reviews from 2015?</p><p>17 A. And '16.</p><p>18 Q. And 2016. Did Mr. Cardwell ask</p><p>19 if he could be allowed to meet with</p><p>20 Mr. Bick to discuss the issues that he</p><p>21 puts out?</p><p>22 A. He asked for that in the context</p><p>23 of I believe my hours have to do with my</p><p>24 race, not my performance and I'd like to</p><p>25 talk to John Bick about that.</p></div>	<div>Page 224</div> <div><p>1 REID</p><p>2 Q. And what was your response?</p><p>3 A. That I said that I believed</p><p>4 having read the reviews and asked some</p><p>5 questions of partners who'd worked with</p><p>6 him in the time since our last meeting at</p><p>7 the beginning of March, that I was quite</p><p>8 convinced that his lack of activity was a</p><p>9 direct cause of his poor performance,</p><p>10 which was now given two years had passed,</p><p>11 several people had worked with him, was</p><p>12 quite widely known. The poor performance</p><p>13 was quite widely known.</p><p>14 Q. If that was his concern, did you</p><p>15 tell him the firm would allow him to have</p><p>16 the conversation he requested to have with</p><p>17 Mr. Bick?</p><p>18 A. No, I said I thought it was</p><p>19 pointless and what we needed to do was to</p><p>20 fill the gap created by three or four</p><p>21 months of inactivity by getting him that</p><p>22 mixed diet of work with partners that I</p><p>23 knew were good teachers and that would</p><p>24 give him the best shot of rehabilitation</p><p>25 because it was going to involve going over</p></div>	<div>Page 225</div> <div><p>1 REID</p><p>2 some pretty junior basic skills.</p><p>3 Q. So just to be clear, and based</p><p>4 off of the answers you've just given, your</p><p>5 testimony is that an associate made a</p><p>6 discrimination complaint and you told him</p><p>7 his complaint was pointless?</p><p>8 MR. BIRENBOIM: Objection to</p><p>9 form, completely mischaracterizes the</p><p>10 testimony and I think intentionally.</p><p>11 Mr. Reid, you may answer. You know</p><p>12 that wasn't what he said,</p><p>13 Mr. Jeffries.</p><p>14 MR. JEFFRIES: Again,</p><p>15 Mr. Birenboim --</p><p>16 MR. BIRENBOIM: No, I'm not going</p><p>17 to tolerate that kind of misbehavior</p><p>18 from a member of the Bar. You should</p><p>19 not intentionally misstate testimony.</p><p>20 You can answer, Mr. Reid.</p><p>21 MR. JEFFRIES: This in no way</p><p>22 approximates anything that would be</p><p>23 considered distorting the testimony.</p><p>24 It's my examination of this witness</p><p>25 with respect to a specific issue and</p></div>
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<p style="text-align: right;">Page 226</p> <p>1 REID</p> <p>2 if it doesn't comport with what you</p> <p>3 believe should be the tactics taken,</p> <p>4 then you have your remedies and there</p> <p>5 will be an examination of the record.</p> <p>6 But I'm going to ask for the second</p> <p>7 time now that you make succinct</p> <p>8 objections.</p> <p>9 Madam Reporter, can you read the</p> <p>10 question back?</p> <p>11 (Record read.)</p> <p>12 THE WITNESS: Incorrect.</p> <p>13 MR. BIRENBOIM: Objection,</p> <p>14 completely mischaracterizes the</p> <p>15 testimony. You may answer.</p> <p>16 THE WITNESS: It's an</p> <p>17 incorrect -- the question distorts my</p> <p>18 previous answer.</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. Mr. Reid, did Mr. Cardwell tell</p> <p>21 you that he believed the staffing was due</p> <p>22 to his race?</p> <p>23 A. Yes.</p> <p>24 Q. And so that's a racial complaint;</p> <p>25 correct?</p>	<p style="text-align: right;">Page 228</p> <p>1 REID</p> <p>2 Q. And is that what you did?</p> <p>3 A. I believe I did.</p> <p>4 Q. What's the basis of your belief</p> <p>5 you reported this to either the management</p> <p>6 committee or internal counsel?</p> <p>7 A. I recall discussions about the</p> <p>8 meeting shortly in the days that followed.</p> <p>9 Q. Well, was there any kind of memo</p> <p>10 that you made in regards to the meeting</p> <p>11 that we're discussing with Mr. Cardwell?</p> <p>12 A. No, there were two things I did.</p> <p>13 I wanted folks to know that that specific</p> <p>14 complaint, to my knowledge, the first from</p> <p>15 him had been made, and I also wanted to</p> <p>16 get on without any interference with the</p> <p>17 other thing that I had spoken to</p> <p>18 Mr. Cardwell about, which was getting him</p> <p>19 work, getting him busy and getting him</p> <p>20 rehabilitated in terms of his performance.</p> <p>21 Q. So did you send any e-mails to</p> <p>22 the management committee about the --</p> <p>23 A. I don't recall.</p> <p>24 Q. Did you send any e-mails to</p> <p>25 Sharon Crane about the meeting that you</p>
<p style="text-align: right;">Page 227</p> <p>1 REID</p> <p>2 A. Yes.</p> <p>3 MR. BIRENBOIM: Objection to</p> <p>4 form. You may answer.</p> <p>5 BY MR. JEFFRIES:</p> <p>6 Q. When I asked you whether or</p> <p>7 not -- and when we spoke about the fact</p> <p>8 that Mr. Cardwell wanted to speak to</p> <p>9 Mr. Bick because he believed that his</p> <p>10 staffing was related to his race, the</p> <p>11 answer to that question previous was that</p> <p>12 you believed it was pointless; correct?</p> <p>13 A. I believed the conversation with</p> <p>14 Mr. Bick was pointless. I did not tell</p> <p>15 him the complaint was pointless and unlike</p> <p>16 the general discussion we had about race</p> <p>17 in society in January 2016, unlike the</p> <p>18 conversation we had about race and</p> <p>19 incarceration issues just a few weeks</p> <p>20 previously, I realized this was a very</p> <p>21 different kind of conversation, and this</p> <p>22 was not a pointless complaint and needed</p> <p>23 to be reported by me to the other members</p> <p>24 of the management committee and to our</p> <p>25 internal counsel, I believe.</p>	<p style="text-align: right;">Page 229</p> <p>1 REID</p> <p>2 just had with Mr. Cardwell?</p> <p>3 A. I don't recall e-mails but I may</p> <p>4 well have communicated to her the</p> <p>5 substance of his complaint.</p> <p>6 Q. Did you write down in any way the</p> <p>7 details about the complaint that</p> <p>8 Mr. Cardwell had made to you?</p> <p>9 A. I don't recall. It wasn't a</p> <p>10 complex complaint.</p> <p>11 Q. Right. I agree. And so my</p> <p>12 question to you, especially in light of</p> <p>13 how it wasn't a complicated complaint, I'm</p> <p>14 struggling to understand why it wasn't</p> <p>15 reduced to writing of some sort.</p> <p>16 A. Because --</p> <p>17 MR. BIRENBOIM: Objection,</p> <p>18 argumentative. Just testify to the</p> <p>19 facts, Mr. Reid.</p> <p>20 THE WITNESS: It can be reported</p> <p>21 orally and that's what I did.</p> <p>22 BY MR. JEFFRIES:</p> <p>23 Q. So your testimony is you reported</p> <p>24 this complaint orally and that's it; is</p> <p>25 that correct?</p>

<p style="text-align: right;">Page 230</p> <p>1 REID</p> <p>2 A. I believe that's right. I don't</p> <p>3 recall writing any e-mails about it. I</p> <p>4 may have done but I believe it was</p> <p>5 straightforward enough it could just be</p> <p>6 reported out orally.</p> <p>7 Q. And did this complaint trigger an</p> <p>8 investigation?</p> <p>9 A. We'd already done -- there had</p> <p>10 already been work that I had done looking</p> <p>11 at his review folders to make sure the</p> <p>12 comments that were so adverse were</p> <p>13 specific enough as to make me comfortable</p> <p>14 that they were not driven by conscious or</p> <p>15 unconscious bias. I believe I asked</p> <p>16 internal counsel or Sharon Crane --</p> <p>17 MR. BIRENBOIM: I'm going to</p> <p>18 caution the witness not to disclose</p> <p>19 conversations with counsel. You can</p> <p>20 testify generally if you spoke to</p> <p>21 counsel and the subject matter.</p> <p>22 THE WITNESS: So I did speak to</p> <p>23 them and I think it would have been</p> <p>24 with a view to making sure that we</p> <p>25 were not missing anything here and</p>	<p style="text-align: right;">Page 232</p> <p>1 REID</p> <p>2 was that I looked at his review folders</p> <p>3 going into the meeting and had seen that</p> <p>4 the comments that were adverse regarding</p> <p>5 his performance were quite specific.</p> <p>6 Q. So now I'm asking you about the</p> <p>7 comment that Mr. Cardwell made with</p> <p>8 respect to his belief that there was</p> <p>9 racial -- there was a racial reason</p> <p>10 related to his lack of work. And I'm</p> <p>11 asking you whether the firm conducted an</p> <p>12 investigation into that complaint.</p> <p>13 MR. BIRENBOIM: You can answer</p> <p>14 that yes or no, Mr. Reid. Just don't</p> <p>15 disclose conversations --</p> <p>16 THE WITNESS: I was actually</p> <p>17 trying to keep a thread on your</p> <p>18 question. Can you repeat it, please?</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. Sure.</p> <p>21 Did the firm conduct an</p> <p>22 investigation into Mr. Cardwell's</p> <p>23 discrimination complaint?</p> <p>24 A. It was looked into, I believe.</p> <p>25 Q. What's your basis for that</p>
<p style="text-align: right;">Page 231</p> <p>1 REID</p> <p>2 that the facts from the review</p> <p>3 folders, which were quite clear, were</p> <p>4 the facts and the only facts.</p> <p>5 BY MR. JEFFRIES:</p> <p>6 Q. So that we're on the same page,</p> <p>7 you understand the difference between an</p> <p>8 investigation into performance and an</p> <p>9 investigation into a racial complaint,</p> <p>10 correct, Mr. Reid?</p> <p>11 MR. BIRENBOIM: Objection to</p> <p>12 form.</p> <p>13 MR. JEFFRIES: I'm sorry, I</p> <p>14 didn't hear your answer.</p> <p>15 MR. BIRENBOIM: You may answer if</p> <p>16 you understand it different.</p> <p>17 THE WITNESS: They are two</p> <p>18 different topics so they are two</p> <p>19 different investigations.</p> <p>20 BY MR. JEFFRIES:</p> <p>21 Q. Right. And so in your previous</p> <p>22 answer, you discussed a focus that you had</p> <p>23 on his performance going into that</p> <p>24 meeting; correct?</p> <p>25 A. What I said in my previous answer</p>	<p style="text-align: right;">Page 233</p> <p>1 REID</p> <p>2 belief?</p> <p>3 A. There were a number of people who</p> <p>4 had -- who were -- who this was reported</p> <p>5 to. And in their follow-up, which I left</p> <p>6 them to do, I would imagine they would</p> <p>7 make sure themselves that there had been</p> <p>8 no racial bias at work in his performance</p> <p>9 reviews. Again, what I would have been</p> <p>10 worried by is reviews that said</p> <p>11 Mr. Cardwell doesn't seem to get it,</p> <p>12 Mr. Cardwell doesn't really fit in the M&amp;A</p> <p>13 practice, qualitative, vague reviews like</p> <p>14 that. That is not what I saw. What I saw</p> <p>15 were very specific, with examples,</p> <p>16 problems.</p> <p>17 Q. To be clear, Mr. Reid, you</p> <p>18 conflated your assessment of</p> <p>19 Mr. Cardwell's performance reviews into an</p> <p>20 analysis of Mr. Cardwell's racial</p> <p>21 complaint. And so --</p> <p>22 A. No, no, that's not what I said.</p> <p>23 Q. Okay. We'll fix this now.</p> <p>24 My question to you to be quite</p> <p>25 clear is whether or not an investigation</p>

<p style="text-align: right;">Page 234</p> <p>1 REID</p> <p>2 was conducted or not.</p> <p>3 MR. BIRENBOIM: Objection, asked</p> <p>4 and answered. If you have anything to</p> <p>5 add you can add.</p> <p>6 THE WITNESS: Nothing to add.</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. Well, I need your answer. Is</p> <p>9 your answer yes or no as to whether or not</p> <p>10 a complaint, the complaint was</p> <p>11 investigated?</p> <p>12 MR. BIRENBOIM: Asked and</p> <p>13 answered again, Mr. Reid.</p> <p>14 THE WITNESS: Nothing to add</p> <p>15 beyond the answer. If you want to</p> <p>16 have it read out again so you can</p> <p>17 remind yourself of what it was, that's</p> <p>18 fine.</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. That's not the way it goes,</p> <p>21 Mr. Reid. Respectfully, I would ask that</p> <p>22 you -- irrespective of how you feel about</p> <p>23 the amount of time we're spending on this</p> <p>24 issue, I ask for your answer in regards to</p> <p>25 whether or not you have knowledge of an</p>	<p style="text-align: right;">Page 236</p> <p>1 REID</p> <p>2 the review of the folders, my</p> <p>3 assessment of the review folders, I</p> <p>4 was alert to making sure that the</p> <p>5 criticisms were concrete, specific,</p> <p>6 substantiated by examples.</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. You were the managing partner at</p> <p>9 this time and you had reviewed</p> <p>10 Mr. Cardwell's files. In your assessment</p> <p>11 at that time, did you believe that</p> <p>12 Mr. Cardwell had made a racial</p> <p>13 discrimination complaint that had merit</p> <p>14 enough to be reported to the firm?</p> <p>15 MR. BIRENBOIM: Objection to</p> <p>16 form. You may answer, Mr. Reid, if</p> <p>17 you can.</p> <p>18 THE WITNESS: I mean your</p> <p>19 question talks about my review of his</p> <p>20 folders and then you talk about his</p> <p>21 racial complaints.</p> <p>22 BY MR. JEFFRIES:</p> <p>23 Q. That's what your answers have</p> <p>24 been doing, Mr. Reid.</p> <p>25 A. No, they are entirely</p>
<p style="text-align: right;">Page 235</p> <p>1 REID</p> <p>2 investigation taking place because of</p> <p>3 Mr. Cardwell's complaint to you, yes or</p> <p>4 no.</p> <p>5 A. I believe the answer is that it</p> <p>6 was considered in the context of the</p> <p>7 reaction to what he accused the firm of at</p> <p>8 the meeting I had with him. I did not</p> <p>9 play a specific role in that, other than</p> <p>10 to satisfy myself personally that the</p> <p>11 reviews were substantiated with specific</p> <p>12 examples of extremely poor performance.</p> <p>13 Q. So does that in some way relate</p> <p>14 to the fact -- or does that in some way</p> <p>15 relate to whether or not Mr. Cardwell's</p> <p>16 complaint was deemed to have merit by the</p> <p>17 firm?</p> <p>18 MR. BIRENBOIM: Objection to</p> <p>19 form, mischaracterizes the testimony.</p> <p>20 MR. JEFFRIES: My question --</p> <p>21 MR. BIRENBOIM: And Mr. Reid, you</p> <p>22 should not disclose any conversations</p> <p>23 with counsel.</p> <p>24 THE WITNESS: All I'm disclosing</p> <p>25 is what I did personally which was in</p>	<p style="text-align: right;">Page 237</p> <p>1 REID</p> <p>2 unconnected.</p> <p>3 Q. Well, they have been connected</p> <p>4 for the past five minutes.</p> <p>5 A. You talked of his complaint.</p> <p>6 What I was looking for was to make sure</p> <p>7 the reviews had been done carefully with</p> <p>8 specific examples of poor performance.</p> <p>9 They had. <b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p><b>REDACTED</b></p> <p>20 Q. And you went and evaluated his</p> <p>21 performance reviews; correct?</p> <p>22 A. Yes.</p> <p>23 Q. What was that treatment about --</p> <p>24 A. When you say treatment, what do</p> <p>25 you mean?</p>

[illegible]

<p>Page 242</p> <p>1 REID 2 REDACTED 3 REDACTED 4 REDACTED 5 REDACTED 6 REDACTED 7 REDACTED 8 REDACTED 9 REDACTED 10 REDACTED 11 REDACTED 12 REDACTED 13 REDACTED 14 REDACTED 15 REDACTED 16 REDACTED 17 REDACTED 18 REDACTED 19 REDACTED 20 REDACTED 21 REDACTED 22 REDACTED 23 REDACTED 24 Q. And the portion of that comment 25 in regards -- I believe part of your</p>	<p>Page 243</p> <p>1 REID 2 comment included the phrase you'll be off 3 the field. Can you speak to what you 4 meant by that? 5 A. You've got to be involved in the 6 game or you don't get the ball passed to 7 you, to switch to a soccer analogy. 8 Q. In the analogy you're using, what 9 was the game? 10 A. What was the game? 11 Q. You're talking about you have to 12 be in the game? 13 A. Yes. 14 Q. What was the game? 15 A. His career, his career, his 16 career, managing his career. 17 Q. And what was off the field an 18 analogy for? 19 A. It was an analogy for if you 20 don't apply yourself, you don't make as 21 much out of your career as you should. 22 Q. Was it an analogy to the fact 23 that his career at Davis Polk would be 24 over? 25 A. No, it was about his own career</p>
<p>Page 244</p> <p>1 REID 2 management, a topic that we'd spent a 3 little bit of time on at a dinner in 4 January and a very short period of time 5 while he was a summer associate, and which 6 he had couched in those football tough 7 coach, tough feedback statements. 8 Q. What was the tone in which you 9 made that comment? 10 A. The tone which I made it? 11 Q. Yes. 12 A. I was trying to make him 13 understand that we were going to lean in 14 and help but he had to lean in and help as 15 well, and had to apply himself to the 16 matters that we were going to find him and 17 learning from the partners that we were 18 going to pair him up with. 19 Q. And you said this to him after 20 you told him his performance was poor; 21 correct? 22 A. After we went through the -- yes, 23 it came after that. It came really in 24 response, as I said before, to his 25 dismissal of those performance criticisms</p>	<p>Page 245</p> <p>1 REID 2 as exaggerated. 3 Q. You said it was soon after he 4 replied by claiming he believed his 5 staffing was as a result of his race? 6 A. No, before, before that point in 7 time. 8 Q. So you told him that he'd be off 9 the field if he -- you told him that -- 10 the analogy, the football analogy that you 11 referenced was made prior to him claiming 12 that the performance-related issues were 13 related to his race? 14 A. Yes, because it was a direct link 15 to him not doing what he promised me he 16 would do, which is be open to tough 17 feedback and learn from it. And he wasn't 18 doing that and I was quite explicit with 19 him that he wasn't doing that, and it was 20 disappointing and his career was going to 21 be, as I told him in January, tough, lots 22 of sacrifice and he needed to lean in and 23 that was the context. 24 Q. So you told him he'd be off the 25 field before he fully responded; is that</p>



<p style="text-align: right;">Page 246</p> <p>1 REID</p> <p>2 your testimony?</p> <p>3 MR. BIRENBOIM: Objection to</p> <p>4 form, mischaracterizes the testimony.</p> <p>5 You may answer.</p> <p>6 THE WITNESS: I don't know what</p> <p>7 you mean by fully responded. I don't</p> <p>8 understand the question.</p> <p>9 BY MR. JEFFRIES:</p> <p>10 Q. I'm just trying to get the</p> <p>11 sequence down. It sounds like you're</p> <p>12 saying that you told him he'd be off the</p> <p>13 field before he responded to your comments</p> <p>14 to him about his performance?</p> <p>15 MR. BIRENBOIM: Objection to</p> <p>16 form, mischaracterizes the entirety of</p> <p>17 his testimony. You may answer.</p> <p>18 THE WITNESS: I've given you the</p> <p>19 sequence. If you want to try and</p> <p>20 restate the question to get a new</p> <p>21 question, please do, but I think I've</p> <p>22 answered the context in which I,</p> <p>23 again, trying to tap in to what he</p> <p>24 told me before about his college</p> <p>25 football experience, to tap into that</p>	<p style="text-align: right;">Page 248</p> <p>1 REID</p> <p>2 understand it.</p> <p>3 THE WITNESS: I read his review</p> <p>4 folders initially by myself and then I</p> <p>5 had a conversation with Mr. Kreynin</p> <p>6 and I believe a conversation with</p> <p>7 another M&amp;A partner who had a</p> <p>8 disappointing experience with him,</p> <p>9 which I raised with Mr. Cardwell in</p> <p>10 the meeting as well.</p> <p>11 BY MR. JEFFRIES:</p> <p>12 Q. Who was the other M&amp;A partner who</p> <p>13 had a disappointing experience?</p> <p>14 A. Marc Williams.</p> <p>15 Q. How did Marc find out about the</p> <p>16 meeting?</p> <p>17 A. Which meeting?</p> <p>18 Q. The March 29th meeting. Did you</p> <p>19 inform Mr. Williams --</p> <p>20 A. I called Mr. Williams and I said</p> <p>21 I understand -- and I don't know how I</p> <p>22 came to understand whether it was through</p> <p>23 the review folders or Mr. Kreynin, I don't</p> <p>24 know, but I called Marc, Mr. Williams, and</p> <p>25 asked him to walk me through what the</p>
<p style="text-align: right;">Page 247</p> <p>1 REID</p> <p>2 and motivate him to engage with us to</p> <p>3 recover the lost ground of the</p> <p>4 previous three or four months with new</p> <p>5 work.</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. How did Mr. Cardwell react to you</p> <p>8 telling him he'd be off the field?</p> <p>9 MR. BIRENBOIM: Objection,</p> <p>10 mischaracterizing the testimony again</p> <p>11 but you may answer.</p> <p>12 THE WITNESS: I don't recall him</p> <p>13 reacting specifically to that</p> <p>14 statement. It was after that that he</p> <p>15 started to allege that his lack of</p> <p>16 work was the product of -- it was a</p> <p>17 consequence of him being as he said</p> <p>18 racialized.</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. In the process of your making</p> <p>21 your assessment about Mr. Cardwell's</p> <p>22 performance, who participated in that</p> <p>23 process with you?</p> <p>24 MR. BIRENBOIM: Objection to</p> <p>25 form. You can answer if you</p>	<p style="text-align: right;">Page 249</p> <p>1 REID</p> <p>2 performance problem was in his</p> <p>3 transaction.</p> <p>4 Q. So your assessments -- were you</p> <p>5 trying to get an assessment of</p> <p>6 Mr. Cardwell's performance, is that why</p> <p>7 you called him?</p> <p>8 A. I was -- yes, I was building a</p> <p>9 picture of what progress he'd made in the</p> <p>10 previous years since our January 2016</p> <p>11 conversation.</p> <p>12 Q. Did you call any other partners?</p> <p>13 A. I don't think so. I don't</p> <p>14 recall.</p> <p>15 Q. So to your recollection, Marc</p> <p>16 Williams was the only one; is that</p> <p>17 correct?</p> <p>18 A. Mr. Kreynin and Mr. Williams I</p> <p>19 believe were the only partners I spoke to.</p> <p>20 I read other reviews by other partners but</p> <p>21 in terms of phone conversations, they were</p> <p>22 the only ones.</p> <p>23 Q. So you only went to one other</p> <p>24 partner aside from Mr. Kreynin to get an</p> <p>25 assessment of Mr. Cardwell's performance;</p>

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1 REID  
2 is that correct?  
3 A. I had one other phone  
4 conversation, I reviewed the other files.  
5 Q. And from that, from that review  
6 of the files, the phone call with  
7 Mr. Williams and the conversation with  
8 Mr. Kreynin, you knew that when  
9 Mr. Cardwell complained about  
10 discrimination on March 29th that  
11 discrimination could not have been the  
12 cause of his staffing, is that your  
13 testimony?  
14 MR. BIRENBOIM: Objection,  
15 mischaracterizes the testimony. You  
16 may answer.  
17 THE WITNESS: I was comfortable  
18 that race was no part of his  
19 inactivity, that it was a direct  
20 consequence from his poor performance  
21 documented in two sets of annual  
22 reviews.  
23 BY MR. JEFFRIES:  
24 Q. Did your assessment with respect  
25 to whether or not race played a role in

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1 REID  
2 Mr. Cardwell's staffing impact the manner  
3 in which the firm undertook or did not  
4 undertake an investigation of  
5 Mr. Cardwell's racial complaint?  
6 MR. BIRENBOIM: Objection to  
7 form. If you understand that  
8 question, you can answer.  
9 THE WITNESS: I don't.  
10 MR. JEFFRIES: Madam Reporter,  
11 can you read the question back?  
12 (Record read.)  
13 MR. JEFFRIES: Can you answer  
14 that question upon hearing it a second  
15 time, Mr. Reid?  
16 MR. BIRENBOIM: Objection to  
17 form. If you understand it, you can  
18 answer it.  
19 THE WITNESS: If what you're  
20 asking is did the fact that I looked  
21 at the reviews mean nobody else was  
22 allowed to think about causes of this  
23 inactivity, no, the answer is no.  
24 BY MR. JEFFRIES:  
25 Q. You concluded discrimination was

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1 REID  
2 not the cause of the staffing. Did you  
3 reach that conclusion before or during the  
4 meeting?  
5 A. Before the meeting, as I  
6 mentioned in several previous answers,  
7 from my reading of his reviews, I was  
8 comfortable that the criticisms made were  
9 specific, well documented, well explained,  
10 with examples, and I only got more  
11 comfortable after speaking with  
12 Mr. Kreynin and Mr. Williams.  
13 MR. JEFFRIES: At this time I'm  
14 going to ask that tab 17 be moved into  
15 evidence.  
16 (Exhibit 14, document Bates  
17 labeled DPW\_SDNY-000052001, marked for  
18 identification.)  
19 BY MR. JEFFRIES:  
20 Q. Mr. Reid, would you please take a  
21 look at the item that's on the screen  
22 right now?  
23 A. Um-hum.  
24 Q. And this is an e-mail; correct?  
25 A. Yes.

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1 REID  
2 Q. And this is an e-mail from  
3 Mr. Cardwell to Mr. Goldberg?  
4 A. Yes, yes.  
5 Q. And the date sent was May 22,  
6 2017 and the subject is checking in;  
7 correct?  
8 A. Yes, yes.  
9 **REDACTED**  
**REDACTED**  
**REDACTED**  
**REDACTED**  
**REDACTED**  
**REDACTED**  
**REDACTED**  
17 Q. When did you find out about this  
18 particular contact?  
19 MR. BIRENBOIM: Objection to  
20 form, no foundation.  
21 BY MR. JEFFRIES:  
22 Q. I'll restate it.  
23 Is today the first day you found  
24 out about this particular contact between  
25 Mr. Cardwell and Mr. Goldberg?

<p style="text-align: right;">Page 254</p> <p>1 REID</p> <p>2 A. I don't recall. I may have heard</p> <p>3 about it after that there had been some</p> <p>4 explanation to Louis but -- i.e., as to</p> <p>5 why he needed to take medical leave, but I</p> <p>6 don't recall the specifics here and I</p> <p>7 certainly don't recall this e-mail which</p> <p>8 I'm not on.</p> <p>9 Q. During Mr. Cardwell's employment,</p> <p>10 did you ever hear anything about</p> <p>11 Mr. Cardwell, Louis Goldberg and Sharon</p> <p>12 Crane having a meeting?</p> <p>13 A. No, I did not hear about that</p> <p>14 meeting. I knew that he was in contact</p> <p>15 with Louis at this point in time because</p> <p>16 following the March 29th meeting, Louis</p> <p>17 was one of the first good teaching</p> <p>18 partners that we -- that Mr. Cardwell</p> <p>19 worked with.</p> <p>20 Q. Did you have any conversations</p> <p>21 with Sharon Crane about this meeting</p> <p>22 between Mr. Cardwell, Mr. Goldberg and</p> <p>23 Sharon Katz?</p> <p>24 MR. BIRENBOIM: Objection to</p> <p>25 form, no foundation. You can answer,</p>	<p style="text-align: right;">Page 256</p> <p>1 REID</p> <p>2 didn't hear about this in spite of the</p> <p>3 complaint that Mr. Cardwell had made on</p> <p>4 March 29th to you, you didn't hear</p> <p>5 anything about this e-mail which would</p> <p>6 have been after that during which</p> <p>7 Mr. Cardwell --</p> <p>8 A. I don't recall hearing about this</p> <p>9 e-mail or seeing it.</p> <p>10 Q. In your experience at Davis Polk,</p> <p>11 is it common for associates to make</p> <p>12 discrimination complaints?</p> <p>13 MR. BIRENBOIM: Objection to</p> <p>14 form. You may answer.</p> <p>15 THE WITNESS: Not to my</p> <p>16 knowledge, no.</p> <p>17 BY MR. JEFFRIES:</p> <p>18 Q. So by virtue of the fact that</p> <p>19 your testimony is you did not have</p> <p>20 knowledge of this e-mail on May 22nd,</p> <p>21 would it stand to reason that the firm was</p> <p>22 not checking on Mr. Cardwell after the</p> <p>23 meeting that had taken place between</p> <p>24 yourself and him on March 29th?</p> <p>25 MR. BIRENBOIM: Objection to</p>
<p style="text-align: right;">Page 255</p> <p>1 REID</p> <p>2 Mr. Reid, if you have any knowledge.</p> <p>3 THE WITNESS: I think the</p> <p>4 question was a meeting between</p> <p>5 Mr. Goldberg, Mr. Kreynin and</p> <p>6 Sharon Katz and I have no recollection</p> <p>7 of any such meeting.</p> <p>8 BY MR. JEFFRIES:</p> <p>9 Q. Did you have any conversations</p> <p>10 with Sharon Crane about the meeting with</p> <p>11 Mr. Cardwell and about the e-mail from</p> <p>12 Mr. Cardwell to Mr. Goldberg?</p> <p>13 A. I don't believe I did.</p> <p>14 Q. And did you get any kind of</p> <p>15 update about this exchange between</p> <p>16 Mr. Cardwell and Mr. Goldberg?</p> <p>17 MR. BIRENBOIM: Objection to</p> <p>18 form. His testimony was he never</p> <p>19 heard of it but you may answer.</p> <p>20 THE WITNESS: That's right. I</p> <p>21 mean update is -- can't be an update</p> <p>22 if I didn't know about it in the first</p> <p>23 place.</p> <p>24 BY MR. JEFFRIES:</p> <p>25 Q. So it's your testimony that you</p>	<p style="text-align: right;">Page 257</p> <p>1 REID</p> <p>2 form. You may answer.</p> <p>3 THE WITNESS: No, I think that's</p> <p>4 a clearly erroneous conclusion you've</p> <p>5 made there.</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. So you reported Mr. Cardwell's</p> <p>8 complaint on the 29th; right? Or March</p> <p>9 29th you reported that complaint; correct?</p> <p>10 A. I shared what he said shortly, if</p> <p>11 not right after that meeting, correct.</p> <p>12 Q. And after sharing what he said,</p> <p>13 at that point the firm was on notice that</p> <p>14 Mr. Cardwell had made a racial</p> <p>15 discrimination complaint; correct?</p> <p>16 MR. BIRENBOIM: Objection to</p> <p>17 form. You may answer.</p> <p>18 THE WITNESS: He said he'd been</p> <p>19 racialized.</p> <p>20 BY MR. JEFFRIES:</p> <p>21 Q. Well, the firm would have been on</p> <p>22 notice that Mr. Cardwell --</p> <p>23 A. The firm was on notice that he</p> <p>24 said he'd been racialized and that was why</p> <p>25 he had no work.</p>

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<p style="text-align: right;">Page 258</p> <p>1 REID</p> <p>2 Q. And you're saying despite having</p> <p>3 knowledge or despite being told that an</p> <p>4 associate had made a complaint of being</p> <p>5 racialized, a racial complaint, you're</p> <p>6 saying that no one at the firm told you</p> <p>7 about this e-mail from Mr. Cardwell on the</p> <p>8 next day or shortly afterwards?</p> <p>9 A. The next day after what, this</p> <p>10 e-mail?</p> <p>11 Q. Yes.</p> <p>12 A. I don't recall ever hearing about</p> <p>13 this e-mail. I do recall him taking time</p> <p>14 out for medical leave, that's all.</p> <p>15 Q. You don't think it would be odd</p> <p>16 for a complaint or an e-mail like this</p> <p>17 from an associate who had made a complaint</p> <p>18 of being racially discriminated against</p> <p>19 within less than two months earlier would</p> <p>20 not have been brought to your attention?</p> <p>21 A. I don't think it changed the</p> <p>22 character of the issue that came up on</p> <p>23 March 29th. I could imagine why people</p> <p>24 who saw this e-mail --</p> <p>25 Q. Do you recall Mr. Cardwell</p>	<p style="text-align: right;">Page 260</p> <p>1 REID</p> <p>2 about a meeting between Sharon Crane,</p> <p>3 Louis Goldberg and Kaloma Cardwell?</p> <p>4 A. I don't recall.</p> <p>5 MR. BIRENBOIM: Objection, Tom,</p> <p>6 let me -- objection to the extent it</p> <p>7 calls for the disclosure of any</p> <p>8 communications with counsel, including</p> <p>9 factual communications. Otherwise you</p> <p>10 may answer.</p> <p>11 THE WITNESS: Again, I don't</p> <p>12 recall the e-mail or the meeting.</p> <p>13 MR. JEFFRIES: Can I have tab 18</p> <p>14 brought up?</p> <p>15 (Exhibit 15, document Bates</p> <p>16 labeled DPW_SDNY-000097882, marked for</p> <p>17 identification.)</p> <p>18 BY MR. JEFFRIES:</p> <p>19 Q. Can you just enlarge this a bit?</p> <p>20 A. Got it.</p> <p>21 Q. Now, this is an e-mail; correct?</p> <p>22 A. Yes.</p> <p>23 Q. And on this e-mail, it's sent</p> <p>24 from Sharon Crane; correct?</p> <p>25 A. Yes.</p>
<p style="text-align: right;">Page 259</p> <p>1 REID</p> <p>2 meeting with Ms. Sharon Crane and</p> <p>3 Mr. Goldberg on May 23rd, the day after</p> <p>4 this e-mail?</p> <p>5 A. I don't recall that.</p> <p>6 Q. Did you ever hear in any fashion</p> <p>7 about a meeting between Mr. Cardwell,</p> <p>8 Sharon Crane and Mr. Goldberg in relation</p> <p>9 to an e-mail that he sent?</p> <p>10 A. I don't recall.</p> <p>11 MR. BIRENBOIM: Wait, Mr. Reid.</p> <p>12 Objection to the extent it calls for</p> <p>13 the disclosure of any privileged</p> <p>14 communications you had with in-house</p> <p>15 counsel on any of these issues.</p> <p>16 Excluding that, you can answer the</p> <p>17 question.</p> <p>18 THE WITNESS: Can you repeat the</p> <p>19 question again, please?</p> <p>20 BY MR. JEFFRIES:</p> <p>21 Q. I'll restate it. And to be clear</p> <p>22 I'm not asking about any advice or any</p> <p>23 interpretation of any principles conveyed</p> <p>24 to you by legal counsel. I'm asking you,</p> <p>25 sir, if there came a time when you learned</p>	<p style="text-align: right;">Page 261</p> <p>1 REID</p> <p>2 Q. And it's sent to you as a</p> <p>3 recipient; correct?</p> <p>4 A. And John Bick, correct.</p> <p>5 Q. Right, yourself and John Bick.</p> <p>6 And the date on which it is sent is May</p> <p>7 23rd of 2017; right?</p> <p>8 A. I see that.</p> <p>9 Q. And that would be the day after</p> <p>10 that prior e-mail that we were just</p> <p>11 discussing between Mr. Cardwell and Louis</p> <p>12 Goldberg; correct?</p> <p>13 A. Right.</p> <p>14 Q. Do you see in the subject line</p> <p>15 where it states, "Louis and I spoke to</p> <p>16 Kaloma today. I can fill you in tomorrow</p> <p>17 at your convenience," do you see that?</p> <p>18 A. That line is the only text in the</p> <p>19 e-mail so it's easy to see.</p> <p>20 Q. Do you deny receiving this</p> <p>21 e-mail?</p> <p>22 A. I don't recall it. I clearly got</p> <p>23 the e-mail, that's my old e-mail address</p> <p>24 but I just don't recall that e-mail.</p> <p>25 Q. So that I'm clear, Mr. Cardwell</p>

66 (Pages 258 - 261)

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1 REID  
2 you before, I was focused on making  
3 sure we delivered on the promise of  
4 getting him work so that he might have  
5 a chance of recovering the lost ground  
6 of the previous months. I was updated  
7 that he had taken some medical --  
8 before that, I was updated that he had  
9 taken vacation. Then I remember being  
10 updated that he had taken medical  
11 leave. I don't specifically remember  
12 this e-mail or the one you showed me  
13 before. And that's what I was focused  
14 on and I -- those were the updates I  
15 got, who he was working for and on  
16 what.  
17 BY MR. JEFFRIES:  
18 Q. Well, were you told that he made  
19 a complaint on May 22nd or only that he  
20 took leave?  
21 MR. BIRENBOIM: Objection -- Tom,  
22 Mr. Reid. Objection to the form,  
23 misstates the evidence. You may  
24 answer.  
25 THE WITNESS: All I recall was

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1 REID  
2 the medical leave point.  
3 BY MR. JEFFRIES:  
4 REDACTED  
5 REDACTED  
6 REDACTED  
7 REDACTED  
8 REDACTED  
9 Q. How did you find out about it?  
10 A. We received a copy. The firm  
11 received a copy.  
12 Q. Aside from the firm receiving a  
13 copy overall, how did you specifically  
14 find out about it?  
15 MR. BIRENBOIM: Objection to the  
16 extent it calls for the disclosure of  
17 communications with counsel.  
18 Otherwise you may answer.  
19 THE WITNESS: I don't recall how  
20 I got it. By that I mean I don't  
21 recall how it was to sent to me, who  
22 sent it to me. I do remember seeing  
23 it.  
24 BY MR. JEFFRIES:  
25 Q. By virtue of seeing it, what was

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1 REID  
2 your understanding about the complaint  
3 made by Mr. Cardwell, what did it allege?  
4 MR. BIRENBOIM: Objection to  
5 form. You may answer.  
6 THE WITNESS: It alleged what I  
7 read in the complaint.  
8 BY MR. JEFFRIES:  
9 Q. And I'm asking for your  
10 recollection about that.  
11 A. It was more by way of detail to  
12 follow up on his March 29th allegation of  
13 racialization, of being racialized.  
14 Q. And that was after his March 29th  
15 complaint; correct?  
16 MR. BIRENBOIM: Objection to  
17 form, misstates testimony. You may  
18 answer.  
19 THE WITNESS: August is after the  
20 March 29th meeting and what was said  
21 there. If that's what you're asking,  
22 the answer is yes.  
23 BY MR. JEFFRIES:  
24 Q. How did you react to  
25 Mr. Cardwell's EEOC complaint?

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1 REID  
2 A. React to it? I read it and made  
3 sure it was being handled by internal and  
4 external counsel.  
5 Q. Did you have any particular  
6 reaction to the complaint?  
7 A. Not more than what I just said.  
8 Q. Were you obligated to act on the  
9 complaint in any way in your role as a  
10 partner?  
11 MR. BIRENBOIM: Objection to  
12 form. I don't understand the  
13 question. You can answer it if you  
14 understand.  
15 THE WITNESS: I do not understand  
16 it.  
17 BY MR. JEFFRIES:  
18 Q. My question to you is by virtue  
19 of your role as a partner, were you  
20 obligated in any way to take steps that  
21 were triggered by the complaint that you  
22 received from Mr. Cardwell?  
23 MR. BIRENBOIM: Still object to  
24 the form on the same ground. If you  
25 understand it, you can answer.

<p style="text-align: right;">Page 274</p> <p>1 REID</p> <p>2 THE WITNESS: I'll repeat what I</p> <p>3 said, I read it and I made sure it was</p> <p>4 being handled by counsel.</p> <p>5 BY MR. JEFFRIES:</p> <p>6 Q. Did you talk to any of the M&amp;A</p> <p>7 partners about Mr. Cardwell's EEOC or NYS</p> <p>8 DHR complaints?</p> <p>9 MR. BIRENBOIM: I caution you to</p> <p>10 not disclose discussions with counsel,</p> <p>11 but if you had conversations with M&amp;A</p> <p>12 partners not in the presence of</p> <p>13 counsel, you can answer.</p> <p>14 THE WITNESS: I don't recall any</p> <p>15 specific discussions but again, I</p> <p>16 recall we went over this, John Bick</p> <p>17 was an M&amp;A partner as well as sitting</p> <p>18 on the management committee, so I</p> <p>19 don't recall any specific discussions</p> <p>20 with John but he was on the management</p> <p>21 committee, so I'm sure I was in a</p> <p>22 discussion or more with him.</p> <p>23 BY MR. JEFFRIES:</p> <p>24 Q. Do you recall any specific</p> <p>25 discussions after the March 29th meeting</p>	<p style="text-align: right;">Page 276</p> <p>1 REID</p> <p>2 THE WITNESS: Can you repeat</p> <p>3 that? I lost what you were asking at</p> <p>4 the end. Can you repeat the question,</p> <p>5 please?</p> <p>6 BY MR. JEFFRIES:</p> <p>7 Q. Surely.</p> <p>8 Do you recall any conversations</p> <p>9 with anyone related to Mr. Cardwell</p> <p>10 following March 29th?</p> <p>11 MR. BIRENBOIM: Same objection.</p> <p>12 THE WITNESS: Yes, and the</p> <p>13 discussions I recall were to do with</p> <p>14 his getting work with Mr. Bick, and I</p> <p>15 think the first assignment he got was</p> <p>16 from Mr. Goldberg. And those are the</p> <p>17 only specific discussions I recall,</p> <p>18 when that assignment was given.</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. So the only specific discussions</p> <p>21 you recall after March 29th related to</p> <p>22 Mr. Cardwell would be discussions with</p> <p>23 Mr. Bick and discussions with</p> <p>24 Mr. Goldberg?</p> <p>25 A. Actually, there was one</p>
<p style="text-align: right;">Page 275</p> <p>1 REID</p> <p>2 that you had with Mr. Cardwell with John</p> <p>3 Bick?</p> <p>4 A. With Mr. Cardwell, no. I only</p> <p>5 recall, and I believe it was an e-mail,</p> <p>6 confirming that he could take a few weeks</p> <p>7 vacation after the March 29th meeting.</p> <p>8 Q. I'm actually asking you if you</p> <p>9 recall any specific conversations with</p> <p>10 Mr. Bick after your March 29th meeting</p> <p>11 with Mr. Cardwell.</p> <p>12 A. As I mentioned, I reported the</p> <p>13 conversation with Mr. Cardwell on March</p> <p>14 29th to the management committee and that</p> <p>15 would have included Mr. Bick.</p> <p>16 Q. Did Mr. Bick have any comments to</p> <p>17 your reporting of the March 29th meeting?</p> <p>18 A. I don't recall any.</p> <p>19 Q. Do you recall any conversations</p> <p>20 with anyone related to Mr. Cardwell</p> <p>21 following the March 29th meeting?</p> <p>22 MR. BIRENBOIM: Objection to the</p> <p>23 extent it calls for the disclosure of</p> <p>24 any discussions with counsel.</p> <p>25 Otherwise you may respond.</p>	<p style="text-align: right;">Page 277</p> <p>1 REID</p> <p>2 conversation I had, I believe, with Lee</p> <p>3 Hochbaum, who I believe was also one of</p> <p>4 the good teaching partners that I</p> <p>5 mentioned before, that he and Mr. Cardwell</p> <p>6 did some work for.</p> <p>7 Q. Just before we move off of this,</p> <p>8 what about with respect to Sharon Crane,</p> <p>9 did you have any conversations with Sharon</p> <p>10 Crane about Mr. Cardwell after the March</p> <p>11 29th -- after the March 29th meeting, but</p> <p>12 before the May 23rd e-mail from her to</p> <p>13 you?</p> <p>14 A. I don't recall any.</p> <p>15 Q. Were you involved in any way in</p> <p>16 the drafting or creation of any of the</p> <p>17 information that appeared in Davis Polk's</p> <p>18 NYS DHR answer and position statement in</p> <p>19 response to Mr. Cardwell's complaints?</p> <p>20 MR. BIRENBOIM: You can answer</p> <p>21 that yes or no.</p> <p>22 THE WITNESS: The answer to</p> <p>23 the -- when was that filed, the</p> <p>24 answer?</p> <p>25 MR. JEFFRIES: Just one moment.</p>

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<p style="text-align: right;">Page 282</p> <p>1 REID</p> <p>2 about the belief that Mr. Cardwell was a</p> <p>3 poor performer.</p> <p>4 MR. BIRENBOIM: Objection to the</p> <p>5 extent it calls for the disclosure of</p> <p>6 any communications with counsel or any</p> <p>7 work product that led to the creation</p> <p>8 of the answer. All of that is</p> <p>9 privileged.</p> <p>10 BY MR. JEFFRIES:</p> <p>11 Q. You mentioned talking to</p> <p>12 Mr. Bick; correct?</p> <p>13 A. As part of my report to the</p> <p>14 management committee, that's correct.</p> <p>15 Q. And you mentioned talking to Lee</p> <p>16 Hochbaum; correct?</p> <p>17 A. Correct.</p> <p>18 Q. And you mentioned talking to</p> <p>19 Louis Goldberg; correct?</p> <p>20 A. Correct.</p> <p>21 Q. And so who else besides you held</p> <p>22 the belief that Mr. Cardwell's performance</p> <p>23 was the cause of his experience?</p> <p>24 A. Who --</p> <p>25 MR. BIRENBOIM: Objection to</p>	<p style="text-align: right;">Page 284</p> <p>1 REID</p> <p>2 THE WITNESS: I think you have</p> <p>3 got the question the wrong way around.</p> <p>4 You're asking a question about a</p> <p>5 belief that his inactivity was caused</p> <p>6 by his poor performance. REDACTED</p> <p>7 [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 [REDACTED]</p> <p>10 [REDACTED]</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 [REDACTED]</p> <p>14 [REDACTED]</p> <p>15 [REDACTED]</p> <p>16 [REDACTED]</p> <p>17 [REDACTED]</p> <p>18 [REDACTED]</p> <p>19 [REDACTED]</p> <p>20 [REDACTED]</p> <p>21 [REDACTED]</p> <p>22 [REDACTED]</p> <p>23 [REDACTED]</p> <p>24 [REDACTED]</p> <p>25 [REDACTED]</p>
<p style="text-align: right;">Page 283</p> <p>1 REID</p> <p>2 form. I don't know how he can answer</p> <p>3 what is in other people's heads but to</p> <p>4 the extent you know, you can answer.</p> <p>5 THE WITNESS: All I can say is</p> <p>6 that the EEOC complaint was served</p> <p>7 against the firm, Davis Polk, the</p> <p>8 answer was filed by the firm, Davis</p> <p>9 Polk, not by me personally, the answer</p> <p>10 was prepared with the advice from</p> <p>11 expert counsel, so that would lead me</p> <p>12 to believe that I wasn't the only</p> <p>13 person that thought that bad</p> <p>14 performance was the root cause.</p> <p>15 BY MR. JEFFRIES:</p> <p>16 Q. So I'm just asking you, Mr. Reid,</p> <p>17 who of any of the people we mentioned,</p> <p>18 were there any other people who expressed</p> <p>19 to you a belief that Mr. Cardwell's</p> <p>20 performance was the result of his</p> <p>21 non-staffing and low hours and with</p> <p>22 respect to his experience at the firm when</p> <p>23 you spoke to them about Mr. Cardwell?</p> <p>24 MR. BIRENBOIM: Objection to</p> <p>25 form.</p>	<p style="text-align: right;">Page 285</p> <p>1 REID</p> <p>2 REDACTED</p> <p>3 [REDACTED]</p> <p>4 [REDACTED]</p> <p>5 [REDACTED]</p> <p>6 [REDACTED]</p> <p>7 [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 [REDACTED]</p> <p>10 [REDACTED]</p> <p>11 With Mr. Hochbaum, he worked with</p> <p>12 Mr. Cardwell on an assignment from one of</p> <p>13 the firm's financial clients. Again, it</p> <p>14 was -- what was recounted to me was lack</p> <p>15 of understanding of basic corporate law</p> <p>16 concepts, including in that context the</p> <p>17 liability exposure of the client and what</p> <p>18 was a publicly filed SEC disclosure.</p> <p>19 Q. So let me just make sure that I</p> <p>20 heard you correctly. You were told that</p> <p>21 Mr. Cardwell lacked basic corporate law</p> <p>22 concepts; is that correct?</p> <p>23 A. I was told that he didn't seem to</p> <p>24 appreciate in both those assignments some</p> <p>25 concepts that would be pretty basic.</p>

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<p style="text-align: right;">Page 286</p> <p>1 REID</p> <p>2 Q. And beyond that, I'm using your</p> <p>3 words, so I just want to make sure that we</p> <p>4 have the same understanding of the nature</p> <p>5 of the criticisms. Your words when you</p> <p>6 first stated it were that he lacked</p> <p>7 basic -- he lacked a basic understanding</p> <p>8 of corporate law concepts; is that</p> <p>9 correct? That was what your -- that was</p> <p>10 what was conveyed to you?</p> <p>11 A. Lacked it and -- lacked it and</p> <p>12 did not acquire it despite intensive</p> <p>13 coaching by both those partners.</p> <p>14 Q. Lacked --</p> <p>15 A. Acquire.</p> <p>16 Q. Thank you. And I think I also</p> <p>17 heard in your response that there was a</p> <p>18 concern about liability to clients based</p> <p>19 off of Mr. Cardwell's deficiencies; is</p> <p>20 that correct?</p> <p>21 A. No, no, what I said was a lack of</p> <p>22 understanding that the particular matter</p> <p>23 that he was working on with Mr. Hochbaum</p> <p>24 involved disclosure to which our client</p> <p>25 needed to put his name and therefore, it</p>	<p style="text-align: right;">Page 288</p> <p>1 REID</p> <p>2 Mr. Jeffries. But we -- the work that</p> <p>3 a firm like Davis Polk does is very</p> <p>4 complex and it is not the case that an</p> <p>5 associate, particularly an associate</p> <p>6 that we knew had serious performance</p> <p>7 issues, would be allowed to deliver</p> <p>8 work product directly to the client</p> <p>9 without partner supervision. The job</p> <p>10 of a partner is not to let associates</p> <p>11 work by themselves, it's to judge how</p> <p>12 much independence an associate can be</p> <p>13 given based upon their ability, but</p> <p>14 the partner is always responsible for</p> <p>15 supervising the end work product.</p> <p>16 BY MR. JEFFRIES:</p> <p>17 Q. You mentioned a deal with Lee</p> <p>18 Hochbaum in one of your answers. Who was</p> <p>19 the client on that deal?</p> <p>20 A. The client was REDACTED.</p> <p>21 Q. And was it REDACTED and</p> <p>22 REDACTED?</p> <p>23 A. I don't recall.</p> <p>24 Q. And I think I also, correct me if</p> <p>25 I'm wrong, I heard during your last answer</p>
<p style="text-align: right;">Page 287</p> <p>1 REID</p> <p>2 needed to be very carefully prepared.</p> <p>3 Q. So are you claiming in any way</p> <p>4 Mr. Cardwell posed a threat to clients by</p> <p>5 virtue of his poor performance?</p> <p>6 MR. BIRENBOIM: Objection to</p> <p>7 form. You may answer.</p> <p>8 THE WITNESS: Mr. Hochbaum was</p> <p>9 there to make sure that the work</p> <p>10 product did not go to the client and</p> <p>11 certainly did not get filed without</p> <p>12 him correcting it.</p> <p>13 BY MR. JEFFRIES:</p> <p>14 Q. So in your experience, training</p> <p>15 and your position as a managing partner,</p> <p>16 and the position you held before that,</p> <p>17 would that concern have translated into a</p> <p>18 concern that Mr. Cardwell was a threat to</p> <p>19 firm clients?</p> <p>20 MR. BIRENBOIM: Objection to</p> <p>21 form. I think he answered that but</p> <p>22 you may answer again.</p> <p>23 THE WITNESS: I'll give the same</p> <p>24 answer but with different words, maybe</p> <p>25 I'll express myself better,</p>	<p style="text-align: right;">Page 289</p> <p>1 REID</p> <p>2 that Mr. Hochbaum gave you the impression</p> <p>3 that Mr. Cardwell was not allowed to do</p> <p>4 unsupervised work?</p> <p>5 MR. BIRENBOIM: Objection to</p> <p>6 form.</p> <p>7 THE WITNESS: Not what I said at</p> <p>8 all.</p> <p>9 BY MR. JEFFRIES:</p> <p>10 Q. Well, you certainly made a</p> <p>11 comment about the ability to -- the</p> <p>12 ability for an associate to do work with</p> <p>13 a -- in relation to a degree of</p> <p>14 supervision. Is it your testimony that a</p> <p>15 well performing associate needs less</p> <p>16 supervision than a poor performing</p> <p>17 associate?</p> <p>18 A. Yes.</p> <p>19 Q. And the better performing the</p> <p>20 associate, the less supervision would be</p> <p>21 required by the supervising senior</p> <p>22 attorney; correct?</p> <p>23 A. Yes, assuming it's work the</p> <p>24 associate has done before, yes.</p> <p>25 Q. In the context of Kaloma, is it</p>



<p style="text-align: right;">Page 290</p> <p>1 REID</p> <p>2 your testimony that by virtue of your</p> <p>3 interactions with Lee Hochbaum, you had</p> <p>4 the understanding that Kaloma needed</p> <p>5 supervision at all times?</p> <p>6 MR. BIRENBOIM: Objection to</p> <p>7 form. You may answer.</p> <p>8 THE WITNESS: I mean from reading</p> <p>9 his review forms before the March 29th</p> <p>10 meeting, from the reports I got from</p> <p>11 Mr. Hochbaum, he clearly needed very</p> <p>12 close supervision.</p> <p>13 BY MR. JEFFRIES:</p> <p>14 Q. And on the basis of that</p> <p>15 understanding that you had from the items</p> <p>16 you reviewed and your conversations with</p> <p>17 Mr. Hochbaum, would that have allowed for</p> <p>18 Mr. Hochbaum to allow Mr. Cardwell to do</p> <p>19 unsupervised legal work with REDACTED</p> <p>20 and REDACTED?</p> <p>21 MR. BIRENBOIM: Objection to</p> <p>22 form. Testify to what you know.</p> <p>23 THE WITNESS: I don't understand</p> <p>24 the question.</p> <p>25 MR. JEFFRIES: You mentioned</p>	<p style="text-align: right;">Page 292</p> <p>1 REID</p> <p>2 Q. By virtue of your inspection of</p> <p>3 this e-mail thread, would it be fair to</p> <p>4 state that this is -- this thread includes</p> <p>5 conversation about the finalization of</p> <p>6 documents with respect to the deal?</p> <p>7 MR. BIRENBOIM: Objection to</p> <p>8 form, the e-mails say what they say.</p> <p>9 There's no evidence that Mr. Reid's</p> <p>10 ever seen these or knows anything</p> <p>11 about him.</p> <p>12 BY MR. JEFFRIES:</p> <p>13 Q. I'm asking based off of your</p> <p>14 observation, Mr. Reid.</p> <p>15 A. I haven't seen this before but</p> <p>16 having read it quickly just now, it refers</p> <p>17 to finalization of the fairness opinion,</p> <p>18 that's what's referred to here as the FO.</p> <p>19 And it also earlier in the chain refers to</p> <p>20 some substantive questions on the content</p> <p>21 of the opinion.</p> <p>22 Q. Would that be an important</p> <p>23 document?</p> <p>24 A. The fairness opinion?</p> <p>25 Q. Yes.</p>
<p style="text-align: right;">Page 291</p> <p>1 REID</p> <p>2 that -- withdrawn.</p> <p>3 Can I have tab 20 brought up?</p> <p>4 (Exhibit 16, document Bates</p> <p>5 labeled DPW_SDNY-000037031, marked for</p> <p>6 identification.)</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. This is an e-mail exchange. I'm</p> <p>9 going to ask you to take a moment to look</p> <p>10 through this document, Mr. Reid. This</p> <p>11 document involves the REDACTED and</p> <p>12 REDACTED deal you just mentioned.</p> <p>13 A. (Witness perusing document.)</p> <p>14 Okay.</p> <p>15 Q. Okay. Now you would agree</p> <p>16 that -- well, if we look down, first of</p> <p>17 all, this is an e-mail thread relative to</p> <p>18 the deal that Mr. Cardwell was working on</p> <p>19 with Mr. Hochbaum; correct?</p> <p>20 A. I don't know but that was the</p> <p>21 time they were working together so I</p> <p>22 presume so, that it was a REDACTED</p> <p>23 deal that I mentioned to you before. I</p> <p>24 see only REDACTED here so I don't</p> <p>25 know about that.</p>	<p style="text-align: right;">Page 293</p> <p>1 REID</p> <p>2 A. Yes.</p> <p>3 Q. And do you see -- would you agree</p> <p>4 that at some point Lee Hochbaum, in fact,</p> <p>5 in August -- in the e-mail from August 8,</p> <p>6 2017 at 11:10, Lee Hochbaum indicates that</p> <p>7 he's going to turn off his phone and go to</p> <p>8 sleep; correct?</p> <p>9 MR. BIRENBOIM: Objection to</p> <p>10 form. States exactly the opposite.</p> <p>11 Please call me on my cell. He didn't</p> <p>12 say anything about turning off his</p> <p>13 phone.</p> <p>14 BY MR. JEFFRIES:</p> <p>15 Q. I'm going to read verbatim from</p> <p>16 Mr. Hochbaum's message. It says, "What a</p> <p>17 pain. I'm going to turn in shortly but</p> <p>18 please call me on my cell if you need</p> <p>19 anything. Thanks, Kaloma." Is that what</p> <p>20 the e-mail states?</p> <p>21 A. Thanks, Kaloma, it says. It says</p> <p>22 that he is available on his cell for</p> <p>23 anything.</p> <p>24 Q. And the next e-mail up is an</p> <p>25 e-mail from Mr. Cardwell to Lee Hochbaum</p>

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<p>Page 310</p> <p>1 REID</p> <p>2 BY MR. JEFFRIES:</p> <p>3 Q. This program that you've</p> <p>4 discussed a few times, who was responsible</p> <p>5 for this program, who was involved in this</p> <p>6 program of getting Mr. Cardwell work?</p> <p>7 A. John Bick was -- being M&amp;A</p> <p>8 partner and at the time the head of M&amp;A,</p> <p>9 took it to make sure that he got a good</p> <p>10 mix of projects.</p> <p>11 Q. And when did you find out about</p> <p>12 this -- when did you find out about this</p> <p>13 plan?</p> <p>14 MR. BIRENBOIM: Objection to</p> <p>15 form.</p> <p>16 THE WITNESS: When?</p> <p>17 BY MR. JEFFRIES:</p> <p>18 Q. When did you find out about this</p> <p>19 approach that Mr. Bick was taking towards</p> <p>20 trying to make sure that Mr. Cardwell got</p> <p>21 a good mix of work?</p> <p>22 REDACTED</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	<p>Page 312</p> <p>1 REID</p> <p>2 Q. -- took place -</p> <p>3 MR. BIRENBOIM: Let Mr. Jeffries</p> <p>4 finish the question.</p> <p>5 THE WITNESS: Sorry, I thought he</p> <p>6 had.</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. When Mr. Cardwell returned or</p> <p>9 around the time Mr. Cardwell returned, was</p> <p>10 there a plan in place as to the type of</p> <p>11 work he would be getting or was that</p> <p>12 something that had to be developed after</p> <p>13 he returned?</p> <p>14 MR. BIRENBOIM: Objection to</p> <p>15 form. If you know you may answer.</p> <p>16 THE WITNESS: The only thing I</p> <p>17 recall was it was going to be a good</p> <p>18 mix, different kinds of work,</p> <p>19 different partners.</p> <p>20 BY MR. JEFFRIES:</p> <p>21 Q. Now, Mr. Cardwell actually ended</p> <p>22 up being terminated; correct?</p> <p>23 A. Correct.</p> <p>24 Q. And so the plan around staffing</p> <p>25 him clearly changed. When did that</p>
<p>Page 311</p> <p>1 REID</p> <p>2 REDACTED</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED] this straight.</p> <p>14 Mr. Cardwell goes on leave and returns;</p> <p>15 correct?</p> <p>16 A. Yes.</p> <p>17 Q. And --</p> <p>18 A. I don't recall exactly when he</p> <p>19 returned. It was several weeks of leave.</p> <p>20 Q. And upon his return, were</p> <p>21 there -- was there an understanding of</p> <p>22 what he would walk into and what kind of</p> <p>23 assignments would be given to him when he</p> <p>24 returned or was he --</p> <p>25 A. A variety --</p>	<p>Page 313</p> <p>1 REID</p> <p>2 change?</p> <p>3 A. I'm not sure why you say it</p> <p>4 clearly changed.</p> <p>5 Q. Well, he ended up being</p> <p>6 terminated; right? That's not the same as</p> <p>7 finding work for him to -- finding things</p> <p>8 for him to work on.</p> <p>9 MR. BIRENBOIM: Objection to</p> <p>10 form, mischaracterizes the testimony.</p> <p>11 You may answer.</p> <p>12 THE WITNESS: He -- if you're</p> <p>13 saying that by not being at the firm</p> <p>14 he wouldn't have had any firm work to</p> <p>15 do, I guess that's correct.</p> <p>16 BY MR. JEFFRIES:</p> <p>17 Q. The firm went from staffing him</p> <p>18 on matters and potential deals to telling</p> <p>19 him he should move on because the staffing</p> <p>20 situation became unworkable. How did that</p> <p>21 change occur?</p> <p>22 MR. BIRENBOIM: Objection to</p> <p>23 form. If you understand the question,</p> <p>24 you can answer it.</p> <p>25 THE WITNESS: The reports of the</p>

<p style="text-align: right;">Page 314</p> <p>1 REID</p> <p>2 partners for whom he had been staffed</p> <p>3 fed into, I believe, his annual</p> <p>4 review. I believe the process played</p> <p>5 out at the end of the year, the annual</p> <p>6 review season beginning in the</p> <p>7 following year. And in addition to</p> <p>8 the reports of Mr. Hochbaum and</p> <p>9 Mr. Goldberg, I understand -- I didn't</p> <p>10 talk to them directly -- but I</p> <p>11 understand there were also severely</p> <p>12 critical reviews from Mr. Mills and</p> <p>13 Mr. Amorosi who he worked with as</p> <p>14 well.</p> <p>15 BY MR. JEFFRIES:</p> <p>16 Q. Mr. Reid, who made the decision</p> <p>17 to terminate Mr. Cardwell?</p> <p>18 A. I think I just said the consensus</p> <p>19 of the partners who had been involved in</p> <p>20 looking at his work closely, working with</p> <p>21 him closely when he came back in I believe</p> <p>22 late April of 2017 for the next several</p> <p>23 months. The consensus was that what they</p> <p>24 had seen was a level of performance that</p> <p>25 the fairest thing to do was to say we</p>	<p style="text-align: right;">Page 316</p> <p>1 REID</p> <p>2 REDACTED</p> <p>3 REDACTED</p> <p>4 REDACTED</p> <p>5 REDACTED</p> <p>6 REDACTED</p> <p>7 REDACTED</p> <p>8 REDACTED</p> <p>9 REDACTED</p> <p>10 REDACTED</p> <p>11 REDACTED</p> <p>12 REDACTED</p> <p>13 REDACTED</p> <p>14 REDACTED</p> <p>15 REDACTED</p> <p>16 REDACTED</p> <p>17 REDACTED</p> <p>18 REDACTED</p> <p>19 BY MR. JEFFRIES:</p> <p>20 Q. Mr. Reid, when did Davis Polk</p> <p>21 begin anticipating litigation with</p> <p>22 Mr. Cardwell?</p> <p>23 MR. BIRENBOIM: Objection to form</p> <p>24 and please don't disclose any</p> <p>25 conversations with counsel. If you</p>
<p style="text-align: right;">Page 315</p> <p>1 REID</p> <p>2 don't see it working out here and take</p> <p>3 some time to look around and find another</p> <p>4 opportunity.</p> <p>5 Q. Are you saying Lee Hochbaum had a</p> <p>6 role in terminating Mr. Cardwell?</p> <p>7 MR. BIRENBOIM: Objection to</p> <p>8 form, mischaracterizes the testimony.</p> <p>9 You may answer.</p> <p>10 THE WITNESS: He gave a</p> <p>11 performance report is what I said.</p> <p>12 BY MR. JEFFRIES:</p> <p>13 Q. I'm asking you who made the</p> <p>14 decision to terminate Mr. Cardwell. Can</p> <p>15 you state their names?</p> <p>16 REDACTED</p> <p>17 REDACTED</p> <p>18 REDACTED</p> <p>19 REDACTED</p> <p>20 REDACTED</p> <p>21 REDACTED</p> <p>22 REDACTED</p> <p>23 REDACTED</p> <p>24 REDACTED</p> <p>25 REDACTED</p>	<p style="text-align: right;">Page 317</p> <p>1 REID</p> <p>2 have any knowledge of that, you can</p> <p>3 answer.</p> <p>4 THE WITNESS: My specific</p> <p>5 recollection of it was when we got the</p> <p>6 EEOC letter, it was confirmed.</p> <p>7 BY MR. JEFFRIES:</p> <p>8 Q. It was confirmed but I'm asking</p> <p>9 you when there was any thought in your</p> <p>10 mind at least that Mr. Cardwell -- I'm</p> <p>11 asking you as the managing partner, when</p> <p>12 you began anticipating litigation with</p> <p>13 Mr. Cardwell.</p> <p>14 MR. BIRENBOIM: You can answer</p> <p>15 for yourself, Mr. Reid.</p> <p>16 THE WITNESS: Yes, for myself as</p> <p>17 a human being, forget managing</p> <p>18 partner, when somebody says to me they</p> <p>19 are being racialized, that is a very,</p> <p>20 very rare, as I testified before,</p> <p>21 very, very rare occurrence, first time</p> <p>22 I'd ever experienced it and I had to</p> <p>23 be alert to the possibility that this</p> <p>24 could end in conflict. My response</p> <p>25 was to make sure that we again got</p>